

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* CARR EDWARD		2. Issuer Name and Ticker or Trading Symbol ABEONA THERAPEUTICS INC. [ABEO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Accounting Officer	
(Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS, 33RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020			
(Street) NEW YORK, NY 10019		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 1.15	11/20/2020		A		28,919		(1)	03/16/2030	Common Stock	28,919	(2)	28,919	D	
Stock Option (right to buy)	\$ 3.2	11/20/2020		D		28,919		(1)	03/16/2030	Common Stock	28,919	(2)	0	D	
Stock Option (right to buy)	\$ 1.15	11/20/2020		A		51,081		(1)	03/16/2030	Common Stock	51,081	(2)	51,081	D	
Stock Option (right to buy)	\$ 1.45	11/20/2020		D		51,081		(1)	03/16/2030	Common Stock	51,081	(2)	0	D	
Stock Option (right to buy)	\$ 1.15	11/20/2020		A		10,000		(3)	04/09/2029	Common Stock	10,000	(2)	10,000	D	
Stock Option (right to buy)	\$ 7.24	11/20/2020		D		10,000		(3)	04/09/2029	Common Stock	10,000	(2)	0	D	
Stock Option (right to buy)	\$ 1.15	11/20/2020		A		35,000		(4)	11/19/2028	Common Stock	35,000	(2)	35,000	D	

Stock Option (right to buy)	\$ 8.54	11/20/2020		D		35,000	(4)	11/19/2028	Common Stock	35,000	(2)	0	D
-----------------------------	---------	------------	--	---	--	--------	-----	------------	--------------	--------	-----	---	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR EDWARD 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019			Chief Accounting Officer	

Signatures

/s/ Edward Carr	11/20/2020
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vest 25% on March 16, 2021, and in 36 equal monthly installments thereafter.
- (2) The options granted on March 16, 2020, May 20, 2020, April 9, 2019, and November 19, 2018 have each been modified to reflect a lower exercise price.
- (3) The options vest 25% on April 9, 2020, and in 36 equal monthly installments thereafter.
- (4) The options vest 25% on November 19, 2019, and in 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.