FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours nor roomanas:	0.5								

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					-				IIIVCStilicit				-							
1. Name and Address of Reporting Person* Kelly Michael Aaron					2. Issuer Name and Ticker or Trading Symbol Prime Medicine, Inc. [PRME]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Kerry Whender Adron					-									1	Directo	r		10% Ow	ner	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 06/12/2024									Officer below)	(give title		Other (s below)	pecify	
C/O PRIME MEDICINE, INC.				4.1	4. If Amandment, Data of Original Filed (Manth/Day/Marth									6. Individual or Joint/Group Filing (Check Applicable						
60 FIRST STREET				4. 1	If Amendment, Date of Original Filed (Month/Day/Year)								Line)							
															Form filed by One Reporting Person					
(Street)															Form fi Person		e thar	One Repor	ting	
CAMBR	IDGE M	A	02141	R	Rule 10b5-1(c) Transaction Indication															
(City)	(S	tate)	(Zip)		- ' '	Truite 1000-1(c) Transaction indication														
	, -	,	(),		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intende satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								at is intended	to						
		Tab	le I - Non	-Deri	vativ	e Se	curities	s Ac	quired, [Dis	posed o	f, or Be	nefici	ally	Owned					
1. Title of Security (Instr. 3) 2. Transa									3. 4. Securities Acquired (A)						5. Amour Securitie				7. Nature	
Date (Month/D				/Day/Ye	ear)	Execution Date if any (Month/Day/Yea		Code (Inst				str. 3, 4 a	na	Beneficia Owned F	ally ollowing	(D) o	or Indirect nstr. 4)	of Indirect Beneficial Ownership		
									Code	v	Amount	unt (A) or (D)		е	Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
	(e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of	2.	3. Transaction	3A. Deemed		4.		5. Numi	ner	6. Date Exe	rcis	able and	7. Title an	d Amou	nt 8	. Price of	9. Number	r of	10.	11. Nature	
Derivative Security (Instr. 3)	tive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		Transa Code (l 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)			of Securities Underlying Derivative Security (Instr. 3 and 4)			Derivative Security Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)			
					Codo	v	(4)	(D)	Date		Expiration	Tislo	Amour or Number of	er						
					Code	٧	(A)	(D)	Exercisable	P	Date	Title	Shares	+						
Stock Option (right to buy)	\$7.68	06/12/2024			A		45,000		(1)	0	06/12/2034	Common Stock	45,00	0	\$0	45,000	0	D		

Explanation of Responses:

1. The shares subject to this option shall vest in full upon the earlier of (i) June 12, 2025 or (ii) the date of the next annual meeting of stockholders, subject to the Reporting Person's continuous service to the Issuer through such vesting date

Remarks:

/s/ Karen Brown, attorney-in-

06/12/2024

fact

** Signature of Reporting Person Date

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

- * 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).

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

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 Number.