

# ASSOCIATED BANC-CORP

Reported by  
**STEIN DAVID L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/01/24 for the Period Ending 07/30/24

Address	433 MAIN STREET GREEN BAY, WI, 54301
Telephone	920-491-7500
CIK	0000007789
Symbol	ASB
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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

<b>1. Name and Address of Reporting Person *</b>  <b>Stein David L</b>  <small>(Last) (First) (Middle)</small>  <b>ASSOCIATED BANC-CORP, 433 MAIN STREET</b>  <small>(Street)</small>  <b>GREEN BAY, WI 54301</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ASSOCIATED BANC-CORP [ ASB ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/30/2024</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock \$0.01 Par Value	7/30/2024		M		32,107	A	\$17.24	112,905	D	
Common Stock \$0.01 Par Value	7/30/2024		S		32,107	D	\$23.15 (1)	80,798	D	
Common Stock \$0.01 Par Value								10,665.84	I	401(k) Plan
Common Stock \$0.01 Par Value								55,528	I	by Trust

<b>Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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				
Non-qualified Stock Option (Right to Buy)	\$17.24	7/30/2024		M		32,107		(2)	2/2/2025	Common Stock \$0.01 Par Value	32,107	\$0	0	D	

**Explanation of Responses:**

- (1) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.04 to \$23.24, inclusive. The reporting person undertakes to provide to Associated Banc-Corp, any security holders of Associated Banc-Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares [purchased or sold] at each separate price within the ranges set forth in the footnotes above.
- (2) Option vests in four equal annual installments beginning on February 8, 2016.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stein David L ASSOCIATED BANC-CORP 433 MAIN STREET</b>			<b>Executive Vice President</b>	

**Signatures**

/s/ Lynn M. Floeter, attorney-in-fact for David L. Stein

8/1/2024

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.

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