

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Benz Edward J. JR (Last) (First) (Middle) 99 HAYDEN AVENUE, SUITE 230 (Street) LEXINGTON, MA 02421 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Xenetic Biosciences, Inc. [XBIO]			3. Date of Earliest Transaction (Month/Day/Year) 12/20/2016			4. If Amendment, Date Original Filed(Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
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														

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
Stock Option	\$ 3.49	12/20/2016		A		6,250		02/21/2017	11/21/2026	Common Stock	6,250	\$ 0 (U)	6,250	D	
Stock Option	\$ 3.49	12/20/2016		A		6,250		05/21/2017	11/21/2026	Common Stock	6,250	\$ 0 (U)	12,500	D	
Stock Option	\$ 3.49	12/20/2016		A		6,250		08/21/2017	11/21/2026	Common Stock	6,250	\$ 0 (U)	18,750	D	
Stock Option	\$ 3.49	12/20/2016		A		6,250		11/21/2017	11/21/2026	Common Stock	6,250	\$ 0 (U)	25,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benz Edward J. JR 99 HAYDEN AVENUE, SUITE 230 LEXINGTON, MA 02421	X			

Signatures

/s/ Edward J. Benz JR., MD	12/23/2016
<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).

On December 20, 2016 the Issuer approved the issuance of a Stock Option Grant to the Reporting Owner under its 2014 Equity Incentive Plan (the "Plan"). The Reporting Owner (1) has the right to purchase 25,000 shares of common stock of the Issuer under the Plan at an exercise price based on the closing price on December 19, 2016 of \$3.49. The Option vests one-quarter of the total grant for each quarter of service over the twelve-month period commencing on the grant date.

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

