FORM 4

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

OMB APPR	ROVAL
OMB Number:	3235-0287
Estimated average I	burden
hours per respense	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 * Fleming Stephen M.				2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/21/2020							X Officer (give title below) Other (specify below) Vice President/General Counsel					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
	AND, OH		(7')								rom med by me	ore man one ro	eporting 1 crson		
(Cit	y)	(State)	(Zip)			Ta	able I - Non	-Derivative	Secui	rities Acqui	red, Disposed o	f, or Benefi	cially Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Yea			if Co	Transaction ode (nstr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Ownership	7. Nature of Indirect Beneficial	
				(Mont	th/Day/Yea	r)	Code	V Amoun	(A)	or	(Instr. 3 and 4) Direct (D or Indirect (I)		r Indirect	Ownership (Instr. 4)	
Common	Stock, \$0	.001 par value pe	r 05/21/2020				A	84,906	5 A	\$ 2.65	680,474		1)	
Reminder:	Report on a s	separate line for each					Pe in t a c	rsons who his form a urrently va	are no alid O	t required MB contro	collection of to respond ur number.				1474 (9-02)
Reminder:	Report on a s	separate line for each	class of securities b	enericiali	y owned di	recuy	Pe in t	sons who	are no	t required	to respond ur				1474 (9-02)
1. Title of	·	3. Transaction Date (Month/Day/Year)	Table II 3A. Deemed Execution Date, if	- Deriva (e.g., p 4. Transacti Code	tive Secur uts, calls, v	ities warra	Pe in t a c Acquired, ants, option	rsons who his form a urrently vanished of as, convertile reisable and that	are no alid O f, or Be ble sec	t required MB contro eneficially (curities) 7. Title and	to respond ur of number. Owned d Amount of g Securities	8. Price of		f 10. Owners Form of Derivati Security Direct (11. Nat hip of Indir Benefic ve Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	Table II 3A. Deemed Execution Date, if any	- Deriva (e.g., p 4. Transacti Code	stive Secur uts, calls, v 5. ion Numbe of Deriva Securit	ities Awarra	Acquired, ants, option 6. Date Exe Expiration	rsons who his form a urrently vanished of as, convertile reisable and that	are no alid O f, or Be ble sec	eneficially (curities) 7. Title and Underlying	to respond ur of number. Owned d Amount of g Securities	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned	f 10. Owners Form of Derivati Security Direct (or Indire	11. Nat of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	Table II 3A. Deemed Execution Date, if any	- Deriva (e.g., p 4. Transacti Code	stive Secur uts, calls, v 5. Number of Deriva Securit Acquir (A) or Dispos of (D) (Instr.: 4, and	er tive eies eed ed 33, 55)	Acquired, ants, option 6. Date Exe Expiration	esons who chis form a currently value of the convertile of the convertible of the convertile of the convertible of the con	are no alid O	eneficially (curities) 7. Title and Underlying	to respond ur of number. Owned d Amount of g Securities	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported Transaction(f 10. Owners Form of Derivati Security Direct (or Indirect)	11. Nat of Indir Benefic Owners (Instr. 4

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Fleming Stephen M. C/O WORKHORSE GROUP INC. 100 COMMERCE DRIVE LOVELAND, OH 45140			Vice President/General Counsel			

Signatures

/s/ Stephen M. Fleming	05/26/2020
Signature of Reporting Person	Date

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) Represents shares of common stock granted under a Restricted Stock Award Agreement vesting in equal amounts over a three year period in six month intervals.
- (2) Stock Options vest quarterly in an amount of 9,375 commencing August 23, 2018.

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.