FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 | |
|---------------|-------|-------|--|
| vvaoriington, | D. O. | | |

| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-----------|------------|---------------|------------------|

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

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

| Check this box to indicate that a |
|---------------------------------------|
| transaction was made pursuant to a |
| contract, instruction or written plan |
| for the purchase or sale of equity |
| securities of the issuer that is |
| intended to satisfy the affirmative |
| defense conditions of Rule 10h5- |

Instruction 1(b).

| | d Address of chlin Tra | Reporting Person [*] | • | | | | me and Ti <u>dings, I</u> | | | | | | (Chec | k all app Direc | tor | ng Pe | 10% O | wner |
|--|---------------------------|---|---|-----|------------------|---|--|---|----------|--|--|--------------------------|--|-----------------------|---|------------------------------------|-------------------------|------|
| (Last) (First) (Middle) 2 RIVERWAY, SUITE 1730 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/12/2024 | | | | | | | | Officer (give title below) SVP, CFO & Treasurer | | | | | | | |
| (Street) HOUSTO (City) | | ate) (. | 77056 Zip) | | | | | | | ed (Month/Da | | | Line) | Form Form Perso | | e Rep | porting Pers | on |
| Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day) | | | on 2A. Deemed Execution Date, | | 3. Transa | 3. Transaction Code (Instr. 5) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, Code (Instr. 5) | | | red (A) | or 5. Amount of | | ount of ties | 6. Ownership Form: Direct (D) or Indirect | | 7. Nature of Indirect Beneficial | | | |
| | | | (Monan Bay, real) | | (Month/Day/Year) | | | v | Amount | (A) or (D) | | e e | Owned Following Reported Transaction(s) (Instr. 3 and 4) | | (I) (Instr. 4) | | Ownership (Instr. 4) | |
| Common Stock | | | 12/12/2 | 024 | | | S | | 5,000(1) | D | \$2: | 53.02 | 7 | 1,177 | | D | | |
| | | Та | ble II | | | | | | | osed of, convertib | | | | Owne | d | | | |
| Derivative Conversion Date Security or Exercise (Month/Day/Year) | Execu | eemed tition Date, h/Day/Year) 4. Transa Code (| | | | Expira (Monti | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | e and int of rities rlying ative rity (Inst 4) | De Sec (Ins | rivative (curity str. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | y | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficia Ownersh (Instr. 4) | | |
| | | 1 | 1 | | | | | | | | | | | | 1 | - 1 | | 1 |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.02 to \$253.50, inclusive. The reporting person undertakes to provide IES Holdings, Inc. ("IES"), any security holder of IES, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(D)

Date Exercisable Expiration Date

Remarks:

/s/ Tracy A. McLauchlin 12/13/2024

** Signature of Reporting Person Date

of Shares

Title

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).

Code

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.