

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

☐ 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.

1. Name and Address of Reporting Person * Spivey Jeremy Simmons	2. Issuer Name and Ticker or Trading Symbol Cardinal Infrastructure Group Inc. [CDNL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
(Last) (First) (Middle) C/O CARDINAL INFRASTRUCTURE GROUP INC. 100 E. SIX FORKS ROAD, #300	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2025	
(Street) RALEIGH NC 27609	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(City) (State) (Zip)		

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			
Class B Common Stock	12/09/2025		A ⁽¹⁾		13,481,984	A	(1)	13,481,984	D	
Class B Common Stock	12/11/2025		D		3,302,980	D	(2)	10,179,004	D	
Class B Common Stock	12/09/2025		A ⁽¹⁾		2,716,320	A	(1)	2,716,320	I	By Spivey Family 2024 Irrevocable Trust U/A dated 5/13/24, as amended ⁽³⁾
Class B Common Stock	12/11/2025		D		665,476	D	(2)	2,050,844	I	By Spivey Family 2024 Irrevocable Trust U/A dated 5/13/24, as amended ⁽³⁾

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 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: 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				
LLC Units	(4)	12/09/2025		A ⁽¹⁾		13,481,984		(4)	(4)	Class A Common Stock	13,481,984	(1)	13,481,984	D	
LLC Units	(4)	12/11/2025		D		3,302,980		(4)	(4)	Class A Common Stock	3,302,980	\$21	10,179,004	D	
LLC Units	(4)	12/09/2025		A ⁽¹⁾		2,716,320		(4)	(4)	Class A Common Stock	2,716,320	(1)	2,716,320	I	By Spivey Family 2024 Irrevocable Trust U/A dated

															5/13/24, as amended ⁽³⁾
LLC Units	(4)	12/11/2025		D			665,476	(4)	(4)	Class A Common Stock	665,476	\$21	2,050,844	I	By Spivey Family 2024 Irrevocable Trust U/A dated 5/13/24, as amended ⁽³⁾

Explanation of Responses:

1. Represents securities received as part of the Issuer's reorganization in connection with its initial public offering, as described in the registration statement on Form S-1 relating to the initial public offering. These securities were previously reported on a Form 3 filed by the Reporting Person.
2. Reflects the cancellation for no consideration of Class B Common Stock in connection with the redemption of the membership units of Cardinal Civil Contracting Holdings LLC (the "LLC Units").
3. The Reporting Person is the spouse of the trustee of Spivey Family 2024 Irrevocable Trust U/A dated 5/13/24, as amended ("Spivey Trust"), and as a result, may be deemed to share beneficial ownership of the securities held of record by Spivey Trust.
4. The LLC Units may be redeemed by the Reporting Person at any time at the option of the holder for shares of Class A Common Stock on a 1-to-1 basis, and a corresponding number of shares of Class B Common Stock will be forfeited in connection with the redemption. The LLC Units have no expiration date.

/s/ Tiffany Gidley, Attorney-in-fact

12/11/2025

** 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.