SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person [*]

Srinivasan Venkatesh

(Last)	(First)	(Middle)

C/O SUTRO BIOPHARMA, INC.
111 OYSTER POINT BLVD.

(Street)

SOUTH SAN FRANCISCO	CA	94080

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

SUTRO BIOPHARMA, INC. [STRO]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

CHIEF TECH OP OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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			

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				
Stock Option (Right to Buy Common Stock)	$4.54	03/05/2024		A		34,000		(1)	03/05/2034	Common Stock	34,000	$0	34,000	D	
Restricted Stock Units (RSUs)	(2)	03/05/2024		A		25,500		(3)	03/01/2028	Common Stock	25,500	$0	25,500	D	

Explanation of Responses:

1. The option vests as to 2.0833% of the total award monthly, beginning on April 1, 2024, with 100% of the award being vested and exercisable on March 1, 2028, subject to the reporting person's continued service to the Issuer on each vesting date.

2. Each RSU represents a contingent right to receive one (1) share of the Issuer's Common Stock upon settlement.

3. The RSUs vest as to 1/4th of the total award annually beginning on March 1, 2025, subject to continued service through each vesting date.

/s/ Edward C. Albini as attorney-in-fact for Venkatesh Srinivasan	03/07/2024
** Signature of Reporting Person	Date