

INITIAL STATEMENT OF 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* Petree Daniel H (Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC., 310 UTAH AVENUE, SUITE 150 (Street) SOUTH SAN FRANCISCO, CA 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/26/2018	3. Issuer Name and Ticker or Trading Symbol SUTRO BIOPHARMA INC [STRO]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		5. If Amendment, Date 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			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially held	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (right to buy)	(1)	(1)	Common Stock	314	\$ 5.808 (2)	D	
Stock Option (right to buy Common Stock)	(3)	03/24/2019	Common Stock	3,030	\$ 5.09	D	
Stock Option (right to buy Common Stock)	(3)	09/08/2019	Common Stock	826	\$ 5.09	D	
Stock Option (right to buy Common Stock)	(3)	02/08/2021	Common Stock	4,132	\$ 4.36	D	
Stock Option (right to buy Common Stock)	(3)	04/17/2022	Common Stock	4,545	\$ 4.36	D	
Stock Option (right to buy Common Stock)	(3)	09/19/2022	Common Stock	2,617	\$ 4.36	D	
Stock Option (right to buy Common Stock)	(3)	02/13/2023	Common Stock	578	\$ 5.81	D	
Stock Option (right to buy Common Stock)	(3)	02/13/2023	Common Stock	873	\$ 5.81	D	
Stock Option (right to buy Common Stock)	(3)	02/26/2024	Common Stock	2,124	\$ 5.81	D	
Stock Option (right to buy Common Stock)	(3)	02/26/2024	Common Stock	3,540	\$ 5.81	D	
Stock Option (right to buy Common Stock)	(4)	09/27/2025	Common Stock	1,456	\$ 11.98	D	
Stock Option (right to buy Common Stock)	(3)	09/27/2025	Common Stock	2,427	\$ 11.98	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petree Daniel H C/O SUTRO BIOPHARMA, INC. 310 UTAH AVENUE, SUITE 150 SOUTH SAN FRANCISCO, CA 94080	X			

Signatures

/s/ Edward C. Albini as attorney-in-fact for Daniel H. Petree		09/26/2018
<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 5(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) The warrant is exercisable at any time at the holder's election on a one-for one basis and automatically terminates on the completion of the issuer's initial public offering if not earlier exercised.
 - (2) The warrant has a net exercise provision under which the holder, in lieu of paying the exercise price in cash, can surrender the warrant and receive a net number of shares of common stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price.
 - (3) The option is fully vested.
 - (4) The option vests as to 2.0833% of the total shares monthly, beginning on October 15, 2015, with 100% of the total shares vested and exercisable on September 15, 2019, subject to the reporting person's provision of service to the issuer on each vesting date.

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

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