

# FORM 4

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

OMB APPROVAL	
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## 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 <b>Petree Daniel H</b>			2. Issuer Name and Ticker or Trading Symbol <b>SUTRO BIOPHARMA, INC. [STRO]</b>			5. 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/08/2022</b>					
C/O SUTRO BIOPHARMA, INC., 111 OYSTER POINT BLVD.								
(Street)			4. 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		
SOUTH SAN FRANCISCO, CA 94080								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock	02/08/2022		M		4,545	A	\$ 4.36	12,533	D	
Common Stock	02/08/2022		M		2,617	A	\$ 4.36	15,150	D	
Common Stock	02/08/2022		M		578	A	\$ 5.81	15,728	D	
Common Stock	02/08/2022		M		873	A	\$ 5.81	16,601	D	
Common Stock	02/08/2022		M		2,124	A	\$ 5.81	18,725	D	
Common Stock	02/08/2022		M		3,540	A	\$ 5.81	22,265	D	
Common Stock								192	I	Daniel H. Petree and Susan Toeniskoetter Trust dated July 25, 1997 <a href="#">(1)</a>

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 4.36	02/08/2022		M		4,545		<a href="#">(2)</a>	04/17/2022	Common Stock	4,545	\$ 0	0	D	

Stock Option (right to buy)	\$ 4.36	02/08/2022		M		2,617	(2)	09/19/2022	Common Stock	2,617	\$ 0	0	D
Stock Option (right to buy)	\$ 5.81	02/08/2022		M		578	(2)	02/13/2023	Common Stock	578	\$ 0	0	D
Stock Option (right to buy)	\$ 5.81	02/08/2022		M		873	(2)	02/13/2023	Common Stock	873	\$ 0	0	D
Stock Option	\$ 5.81	02/08/2022		M		2,124	(2)	02/26/2024	Common Stock	2,124	\$ 0	0	D
Stock Option	\$ 5.81	02/08/2022		M		3,540	(2)	02/26/2024	Common Stock	3,540	\$ 0	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petree Daniel H C/O SUTRO BIOPHARMA, INC. 111 OYSTER POINT BLVD. SOUTH SAN FRANCISCO, CA 94080	X			

## Signatures

/s/ Edward C. Albini as attorney-in-fact		02/09/2022
<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 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) These securities are held of record by the reporting person and his spouse as trustees of the Daniel H. Petree and Susan M. Toeniskoetter Trust dated July 25, 1997.
- (2) The option is fully vested and exercisable.

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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