

FORM 4

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

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

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

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

(Print or Type Responses)

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Shabbir Anik | | | 2. Issuer Name and Ticker or Trading Symbol SUTRO BIOPHARMA, INC. [STRO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Technical Ops. Officer | | |
| (Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC, 111 OYSTER POINT BLVD. | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022 | | | | | |
| (Street) SOUTH SAN FRANCISCO, CA 94080 | | | 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 | | |
| (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 | | | |
| Common Stock | 03/05/2022 | | M | | 8,750 | A | (1) | 30,959 | D | |
| Common Stock | 03/05/2022 | | F | | 3,200 | D | (2) | \$ 8.17 27,759 | D | |

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

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 control number. SEC 1474 (9-02)

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to buy Common Stock) | \$ 8.17 | 03/04/2022 | | A | | 42,000 | (3) | 03/03/2032 | Common Stock | 42,000 | \$ 0 | 42,000 | D | |
| Restricted Stock Unit (RSU) | (1) | 03/04/2022 | | A | | 31,500 | (4) | 03/04/2026 | Common Stock | 31,500 | \$ 0 | 31,500 | D | |
| Restricted Stock Unit (RSU) | (1) | 03/05/2022 | | M | | 8,750 | (5) | 03/05/2025 | Common Stock | 8,750 | \$ 0 | 26,250 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shabbir Anik C/O SUTRO BIOPHARMA, INC 111 OYSTER POINT BLVD. SOUTH SAN FRANCISCO, CA 94080 | | | Chief Technical Ops. Officer | |

Signatures

/s/ Edward C. Albini as attorney-in-fact for Shabbir Anik

03/07/2022

Signature of Reporting Person

Date

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) Each RSU represents a contingent right to receive one (1) share of the issuer's Common Stock upon settlement.
- (2) Represents the number of shares of Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (3) The option vests as to 2.0833% of the total shares monthly, beginning on April 4, 2022, with 100% of the total shares vested and exercisable on March 4, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.
- (4) The RSUs vest as to 1/4th of the total shares annually beginning on March 4, 2023, subject to continued service through each vesting date.
- (5) The RSUs vest as to 1/4th of the total shares annually beginning on March 5, 2022, subject to continued service through 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.