

FORM 4

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

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

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 * CELGENE CORP /DE/		2. Issuer Name and Ticker or Trading Symbol SUTRO BIOPHARMA INC [STRO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	
(Last) 86 MORRIS AVENUE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2018		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
(Street) SUMMIT, NJ 07901			4. If Amendment, Date Original Filed (Month/Day/Year)		
(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	10/01/2018		C		1,726,197	A	(1) (2) (3) (4)	1,726,197	D	

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C-2 Redeemable Convertible Preferred Stock	(1)	10/01/2018		C	8,338,892	(1)	(1)	Common Stock	337,725	\$ 0	0	D	
Series D Redeemable Convertible Preferred Stock	(2)	10/01/2018		C	2,845,114	(2)	(2)	Common Stock	115,227	\$ 0	0	D	
Series D-2 Redeemable Convertible Preferred Stock	(3)	10/01/2018		C	18,097,331	(3)	(3)	Common Stock	758,278	\$ 0	0	D	
Series E Redeemable Convertible Preferred Stock	(4)	10/01/2018		C	18,726,075	(4)	(4)	Common Stock	514,967	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

Signatures

/s/ David V. Elkins, EVP and Chief Financial Officer		10/02/2018
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) Upon closing of the Issuer's initial public offering, each share of Series C-2 redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (2) Upon closing of the Issuer's initial public offering, each share of Series D redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (3) Upon closing of the Issuer's initial public offering, each share of Series D-2 redeemable convertible preferred stock automatically converted into 0.0419 share of Common Stock without payment of further consideration. The shares had no expiration date.
- (4) Upon closing of the Issuer's initial public offering, each share of Series E redeemable convertible preferred stock automatically converted into 0.0275 share of Common Stock without payment of further consideration. The shares had no expiration 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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