

# 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

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* <b>FITZPATRICK LINDA A</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Chief People &amp; Comm. Officer</div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2018					
C/O SUTRO BIOPHARMA, INC., 310 UTAH AVENUE, SUITE 150			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		
(Street)								
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	10/01/2018		C		4,914	A	(1)	4,914	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)
Common Stock	10/01/2018		C		3,501	A	(3)	8,415	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)
Common Stock	10/01/2018		C		1,968	A	(4)	10,383	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)

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		Date Exercisable	Expiration Date					

Series B Preferred Stock	(1)	10/01/2018		C		85,015	(1)	(1)	Common Stock	4,914	\$ 0	0	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)
Series C Preferred Stock	(3)	10/01/2018		C		94,633	(3)	(3)	Common Stock	3,501	\$ 0	0	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)
Series D Preferred Stock	(4)	10/01/2018		C		48,595	(4)	(4)	Common Stock	1,968	\$ 0	0	I	By Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZPATRICK LINDA A C/O SUTRO BIOPHARMA, INC. 310 UTAH AVENUE, SUITE 150 SOUTH SAN FRANCISCO, CA 94080			Chief People & Comm. Officer	

## Signatures

/s/ Edward C. Albini as attorney-in-fact for Linda Fitzpatrick		10/01/2018
 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).

Each share of the issuer's Series B Preferred Stock automatically converted into 0.0578 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the

(1) issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-227103) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.

(2) These securities are held of record by Michael A. Fitzpatrick and Linda A. Fitzpatrick, Trustees of the Michael A. & Linda A. Fitzpatrick Family Trust dated 10/13/1997.

(3) Each share of the issuer's Series C Preferred Stock automatically converted into 0.0370 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

(4) Each share of the issuer's Series D Preferred Stock automatically converted into 0.0405 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and 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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