FORM 4

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

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

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* FITZPATRICK LINDA A	2. Issuer Name **and** Ticker or Trading Symbol SUTRO BIOPHARMA, INC. [STRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

C/O SUTRO BIOPHARMA, INC., 310 UTAH AVENUE, SUITE 150

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2020	___ Director ___ 10% Owner X__ Officer (give title below) ___ Other (specify below) **Chief People & Comm. Officer**

(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
SOUTH SAN FRANCISCO, CA 94080		_X_ Form filed by One Reporting Person ___ 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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy Common Stock)	$ 10.09	01/29/2020		A		66,250		(1)	01/29/2030	Common Stock	66,250	$ 0	66,250	D	
Restricted Stock Unit (RSU)	(2)	01/29/2020		A		33,000		(3)	01/29/2024	Common Stock	33,000	$ 0	33,000	D	

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	01/31/2020
**Signature of Reporting Person	Date

Explanation of Responses:

(1)   The option vests as to 2.0833% of the total shares monthly, beginning on February 29, 2020, with 100% of the total shares vested and exercisable on January 29, 2024, subject to the reporting person's provision of service to the issuer on each vesting date.

(2)   Each RSU represents a contingent right to receive one (1) share of the issuer's Common Stock upon settlement.

(3)   The RSUs vest as to 1/4th of the total shares annually beginning on January 29, 2021, subject to continued service through each vesting date.