

# 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* Hallam Trevor			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 Scientific Officer		
(Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC., 310 UTAH AVENUE, SUITE 150			3. Date of Earliest Transaction (Month/Day/Year) 09/25/2020					
(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 ____ Form filed by More than One Reporting Person		
(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	09/25/2020		M		11,019	A	\$ 0	27,809	D	
Common Stock	09/25/2020		F		3,810 <u>(1)</u>	D	\$ 10.3	23,999	D	
Common Stock	09/25/2020		M		6,887	A	\$ 0	30,886	D	
Common Stock	09/25/2020		F		2,381 <u>(1)</u>	D	\$ 10.3	28,505	D	
Common Stock	09/28/2020		S <u>(2)</u>		975	D	\$ 10.2633 <u>(3)</u>	27,530	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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Restricted Stock Unit (RSU)	<u>(4)</u>	09/25/2020		M		11,019	<u>(5)</u>	09/26/2021	Common Stock	11,019	\$ 0	11,019	D	
Restricted Stock Unit (RSU)	<u>(4)</u>	09/25/2020		M		6,887	<u>(6)</u>	09/26/2020	Common Stock	6,887	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Hallam Trevor C/O SUTRO BIOPHARMA, INC. 310 UTAH AVENUE, SUITE 150 SOUTH SAN FRANCISCO, CA 94080			Chief Scientific Officer	
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## Signatures

/s/ Edward C. Albini as attorney-in-fact for Trevor Hallam		09/28/2020
 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) 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.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.16 to \$10.41 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Each RSU represents a contingent right to receive one (1) share of the issuer's Common Stock upon settlement.
- (5) The RSUs vest as to 1/3rd of the total shares annually beginning on September 26, 2019, subject to continued service through each vesting date.
- (6) The RSUs vest as to 1/2 of the total shares annually beginning on September 26, 2019, 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.

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