

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>NEWELL WILLIAM J</b>  (Last) (First) (Middle) <b>C/O SUTRO BIOPHARMA, INC.</b> <b>310 UTAH AVENUE, SUITE 150</b>  (Street) <b>SOUTH SAN FRANCISCO CA 94080</b>  (City) (State) (Zip)	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 checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO &amp; President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/26/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy Common Stock)	\$15	09/26/2018		A		454,545		(1)	09/25/2028	Common Stock	454,545	\$0.00	454,545	D	
Restricted Stock Unit (RSU)	(2)	09/26/2018		A		75,757		(3)	09/25/2021	Common Stock	75,757	\$0.00	75,757	D	

**Explanation of Responses:**

- The option vests as to 2.0833% of the total shares monthly, beginning on October 26, 2018, with 100% of the total shares vested and exercisable on September 26, 2022, subject to the reporting person's provision of service to the issuer on each vesting date.
- Each RSU represents a contingent right to receive 1 share of the issuer's Common Stock upon settlement.
- 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.

**Remarks:**

/s/ Edward C. Albini as attorney-in-fact for William J. Newell 09/27/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.