

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Hallam Trevor (Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC. 310 UTAH AVENUE, SUITE 150 (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)	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 Science Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2018	
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		198,347		(1)	09/25/2028	Common Stock	198,347	\$0.00	198,347	D	
Restricted Stock Unit (RSU)	(2)	09/26/2018		A		33,057		(3)	09/25/2021	Common Stock	33,057	\$0.00	33,057	D	
Restricted Stock Unit (RSU)	(2)	09/26/2018		A		13,774		(4)	09/25/2020	Common Stock	13,774	\$0.00	13,774	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.
- 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.

Remarks:

/s/ Edward C. Albini as attorney-in-fact for Trevor Hallam 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.