

OMB APPROVAL	
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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* <u>Petree Daniel H</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2018	
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			
Common Stock	10/01/2018		M		314	A	\$5.81	314	I	Daniel H. Petree and Susan M. Toeniskoetter Trust dated July 25, 1997 ⁽¹⁾
Common Stock	10/01/2018		S ⁽²⁾		122	D	\$15	192	I	Daniel H. Petree and Susan M. Toeniskoetter Trust dated July 25, 1997 ⁽¹⁾

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
Common Stock Warrant (right to buy)	\$5.81 ⁽³⁾	10/01/2018		M		314		(4)	(4)	Common Stock	314	\$0.00	0	D	

Explanation of Responses:

- These securities are held of record by the reporting person and his spouse as trustees of the Daniel H. Petree and Susan M. Toeniskoetter Trust dated July 25, 1997.
- On October 1, 2018, the reporting person exercised a warrant to purchase 314 shares of issuer's common stock for \$5.81 per share. The reporting person paid the exercise price on a cashless basis, resulting in the issuer withholding 122 of the shares to pay the exercise price and issuing to the reporting person the remaining 192 shares.
- The warrant has a net exercise provision under which the holder, in lieu of paying the exercise price in cash, can surrender the warrant and receive a net number of shares of common stock based on the fair market value of such stock at the time of exercise, after deducting the aggregate exercise price.
- The warrant is exercisable at any time at the holder's election on a one-for-one basis and automatically terminates on the completion of the issuer's initial public offering if not earlier exercised.

Remarks:

/s/ Edward C. Albini as
attorney-in-fact for Daniel H. 10/01/2018
Petree

** 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.