

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>CELGENE CORP /DE/</u> (Last) (First) (Middle) <u>86 MORRIS AVENUE</u> (Street) <u>SUMMIT NJ 07901</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA INC [STRO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
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		C		1,726,197	A	(1)(2)(3)(4)	1,726,197	D	

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	Amount or Number of Shares				
Series C-2 Redeemable Convertible Preferred Stock	(1)	10/01/2018		C		8,338,892		(1)	(1)	Common Stock	337,725	\$0	0	D	
Series D Redeemable Convertible Preferred Stock	(2)	10/01/2018		C		2,845,114		(2)	(2)	Common Stock	115,227	\$0	0	D	
Series D-2 Redeemable Convertible Preferred Stock	(3)	10/01/2018		C		18,097,331		(3)	(3)	Common Stock	758,278	\$0	0	D	
Series E Redeemable Convertible Preferred Stock	(4)	10/01/2018		C		18,726,075		(4)	(4)	Common Stock	514,967	\$0	0	D	

Explanation of Responses:

- Upon closing of the Issuer's initial public offering, each share of Series C-2 redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- Upon closing of the Issuer's initial public offering, each share of Series D redeemable convertible preferred stock automatically converted into 0.0405 share of Common Stock without payment of further consideration. The shares had no expiration date.
- Upon closing of the Issuer's initial public offering, each share of Series D-2 redeemable convertible preferred stock automatically converted into 0.0419 share of Common Stock without payment of further consideration. The shares had no expiration date.
- Upon closing of the Issuer's initial public offering, each share of Series E redeemable convertible preferred stock automatically converted into 0.0275 share of Common Stock without payment of further consideration. The shares had no expiration date.

/s/ David V. Elkins, EVP and Chief Financial Officer 10/02/2018

** 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.