

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>Petree Daniel H</u> <hr/> (Last) (First) (Middle) C/O SUTRO BIOPHARMA, INC. 310 UTAH AVENUE, SUITE 150 <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/26/2018	3. Issuer Name and Ticker or Trading Symbol <u>SUTRO BIOPHARMA INC [STRO]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially held	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Common Stock Warrant (right to buy)	(1)	(1)	Common Stock	314	5.808 ⁽²⁾	D
Stock Option (right to buy Common Stock)	(3)	03/24/2019	Common Stock	3,030	5.09	D
Stock Option (right to buy Common Stock)	(3)	09/08/2019	Common Stock	826	5.09	D
Stock Option (right to buy Common Stock)	(3)	02/08/2021	Common Stock	4,132	4.36	D
Stock Option (right to buy Common Stock)	(3)	04/17/2022	Common Stock	4,545	4.36	D
Stock Option (right to buy Common Stock)	(3)	09/19/2022	Common Stock	2,617	4.36	D
Stock Option (right to buy Common Stock)	(3)	02/13/2023	Common Stock	578	5.81	D
Stock Option (right to buy Common Stock)	(3)	02/13/2023	Common Stock	873	5.81	D
Stock Option (right to buy Common Stock)	(3)	02/26/2024	Common Stock	2,124	5.81	D
Stock Option (right to buy Common Stock)	(3)	02/26/2024	Common Stock	3,540	5.81	D
Stock Option (right to buy Common Stock)	(4)	09/27/2025	Common Stock	1,456	11.98	D
Stock Option (right to buy Common Stock)	(3)	09/27/2025	Common Stock	2,427	11.98	D

Explanation of Responses:

1. 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.
2. 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.
3. The option is fully vested.
4. The option vests as to 2.0833% of the total shares monthly, beginning on October 15, 2015, with 100% of the total shares vested and exercisable on September 15, 2019, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

/s/ Edward C. Albini as
attorney-in-fact for Daniel H. Petree 09/26/2018

** 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 5 (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.

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