

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* NEWELL WILLIAM J (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO & President
	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		C		2,059	A	(1)	180,383	D	
Common Stock	10/01/2018		C		7,787	A	(2)	188,170	D	
Common Stock	10/01/2018		C		2,890	A	(3)	21,154	I	By Newell Family Revocable Trust DTD 08/14/2008 ⁽⁴⁾
Common Stock								26,091	I	By Taluswood Partners, L.P. ⁽⁵⁾

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
Series C Preferred Stock	(1)	10/01/2018		C			55,657	(1)	(1)	Common Stock	2,059	\$0.00	0	D	
Series D Preferred Stock	(2)	10/01/2018		C			192,267	(2)	(2)	Common Stock	7,787	\$0.00	0	D	
Series B Preferred Stock	(3)	10/01/2018		C			50,000	(3)	(3)	Common Stock	2,890	\$0.00	0	I	By Newell Family Revocable Trust DTD 08/14/2008 ⁽⁴⁾

Explanation of Responses:

1. Each share of the issuer's Series C Preferred Stock automatically converted into 0.0370 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-227103) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.

2. Each share of the issuer's Series D Preferred Stock automatically converted into 0.0405 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
3. Each share of the issuer's Series B Preferred Stock automatically converted into 0.0578 share of the issuer's Common Stock on October 1, 2018 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.
4. These securities are held of record by the reporting person as trustee of the Newell Family Revocable Trust DTD 08/14/2008.
5. The reporting person is the general partner of Taluswood Partners, L.P. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

/s/ Edward C. Albini as
attorney-in-fact for William J. 10/01/2018
Newell

** 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.

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