

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person Lehrer-Graiwer Joshua		2. Issuer Name and Ticker or Trading Symbol Graphite Bio, Inc. [GRPH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O GRAPHITE BIO, INC., 279 EAST GRAND AVENUE, SUITE 430		3. Date of Earliest Transaction (Month/Day/Year) 01/13/2021		PRESIDENT AND CEO	
(Street) SOUTH SAN FRANCISCO, CA 94080		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		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	01/16/2021		M ⁽¹⁾		374,013 ⁽²⁾	A	\$ 0.3 ⁽²⁾	1,153,544 ⁽²⁾	D	
Common Stock	06/29/2021		C		8,126	A	⁽³⁾	1,161,670	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: 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				
Stock Option (right to buy)	\$ 0.3 ⁽²⁾	01/13/2021		A ⁽¹⁾		374,013 ⁽²⁾		⁽⁴⁾	01/12/2031	Common Stock	374,013 ⁽²⁾	\$ 0	374,013 ⁽²⁾	D	
Stock Option (right to buy)	\$ 0.3 ⁽²⁾	01/16/2021		M ⁽¹⁾		374,013 ⁽²⁾		⁽⁴⁾	01/12/2031	Common Stock	374,013 ⁽²⁾	\$ 0	0	D	
Series B Preferred Stock	⁽³⁾	03/11/2021		A ⁽¹⁾		19,763		⁽³⁾	⁽³⁾	Common Stock	8,126	\$ 5.06	19,763	D	
Stock Option (right to buy)	\$ 6.11 ⁽²⁾	03/17/2021		A ⁽¹⁾		795,196 ⁽²⁾		⁽⁵⁾	03/16/2031	Common Stock	795,196 ⁽²⁾	\$ 0	795,196 ⁽²⁾	D	
Stock Option (right to buy)	\$ 6.11 ⁽²⁾	03/17/2021		A		340,798 ⁽²⁾		⁽⁶⁾	03/16/2031	Common Stock	340,798 ⁽²⁾	\$ 0	340,798 ⁽²⁾	D	
Series B Preferred Stock	⁽³⁾	06/29/2021		C		19,763		⁽³⁾	⁽³⁾	Common Stock	8,126	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Lehrer-Graiwer Joshua C/O GRAPHITE BIO, INC. 279 EAST GRAND AVENUE, SUITE 430 SOUTH SAN FRANCISCO, CA 94080	X	PRESIDENT AND CEO
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Signatures

/s/ Franco Valle, attorney-in-fact	07/01/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * 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).
- (1) This transaction occurred prior to the Issuer's initial public offering ("IPO") and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- (2) On June 21, 2021, the Issuer completed a one-for-2.432 reverse stock split of the Issuer's Common Stock ("Reverse Stock Split"). This amount has been adjusted to give effect to this Reverse Stock Split.
- (3) These shares of Series B Preferred Stock were convertible at any time at the holder's election and automatically converted on a 2.432-for-one basis into shares of the Issuer's common stock immediately upon the closing of the IPO without payment of additional consideration. The Series B Preferred Stock had no expiration date.
- (4) 25% of the shares subject to such option vest and become exercisable when the Reporting Person completes twelve months of continuous service after April 20, 2020, and the remainder of the shares vest and become exercisable in substantially equal monthly installments for a period of 36 months thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. The option provides for an early exercise provision of unvested shares, subject to the Issuer's right to repurchase.
- (5) 1/48th of the shares subject to such option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of March 17, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.
- (6) The option was granted subject to the achievement by the Company of performance vesting criteria. On June 29, 2021 the performance vesting criteria was met such that the option became reportable. 1/48th of the shares subject to such option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of March 17, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.

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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