

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Rousseau Raphael</u>			2. Issuer Name and Ticker or Trading Symbol <u>Gritstone Oncology, Inc. [GRTS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O GRITSTONE ONCOLOGY, INC. 5959 HORTON STREET, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EMERYVILLE CA 94608</u>								
(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	01/19/2021		M ⁽¹⁾		20,000	A	\$0.76	20,000	D	
Common Stock	01/19/2021		S ⁽¹⁾		20,000	D	\$17.5282 ⁽²⁾	0	D	
Common Stock	01/20/2021		M ⁽¹⁾		10,000	A	\$0.76	10,000	D	
Common Stock	01/20/2021		S ⁽¹⁾		10,000	D	\$25.0705 ⁽³⁾	0	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
Stock Option (Right to Buy)	\$0.76	01/19/2021		M ⁽¹⁾		20,000	(4)	05/17/2027	Common Stock	20,000	\$0	135,326	D	
Stock Option (Right to Buy)	\$0.76	01/20/2021		M ⁽¹⁾		10,000	(4)	05/17/2027	Common Stock	10,000	\$0	125,326	D	

Explanation of Responses:

- The transaction was made pursuant to a 10b5-1 plan in effect at the time of the transaction.
- Represents the weighted average sale price for the entire number of shares sold. The actual sale prices range from \$15.00 to \$20.04 per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- Represents the weighted average sale price for the entire number of shares sold. The actual sale prices range from \$25.00 to \$25.17 per share. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- The stock option vests and becomes exercisable with respect to 25% of the total number of shares on April 17, 2018. The remaining shares vest and become exercisable in equal monthly installments over the following 36 months.

Remarks:

Executive Vice President and Chief Medical Officer

/s/ Rahsaan Thompson,
Attorney-in-Fact for Raphael Rousseau 01/21/2021

** 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.