

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Dowden Nathan J</u>  (Last) (First) (Middle) C/O ENTRADA THERAPEUTICS, INC. ONE DESIGN CENTER PLACE, SUITE 17-500  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Entrada Therapeutics, Inc. [ TRDA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2023</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	09/01/2023		A		14,200 <sup>(1)</sup>	A	\$0	49,576	D	
Common Stock	09/05/2023		F		436 <sup>(2)</sup>	D	\$14.4625	49,140	D	
Common Stock	09/06/2023		s <sup>(3)</sup>		913	D	\$13.4312 <sup>(4)</sup>	48,227	D	
Common Stock	09/06/2023		s <sup>(3)</sup>		59	D	\$14.0069 <sup>(5)</sup>	48,168	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
Stock Option (Right to Buy)	\$15.41	09/01/2023		A		21,500		(6)	09/01/2033	Common Stock	21,500	\$0	21,500	D	

**Explanation of Responses:**

- Represents a grant of restricted stock units ("RSUs") under the Issuer's 2021 Stock Option and Incentive Plan. Each RSU represents the contingent right to receive one share of the Issuer's common stock. The RSUs shall vest as follows: (i) 25% on September 1, 2024; (ii) 25% on September 1, 2025; (iii) 25% on September 1, 2026 and (iv) the remaining 25% on September 1, 2027, so long as the Reporting Person remains an employee or other service provider of the Issuer through such date.
- This sale represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of previously granted RSUs.
- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.88 to \$13.84, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.01, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 25% of the option shares shall vest and become exercisable on September 1, 2024, with the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, such that the option shares will be fully vested on September 1, 2027.

**Remarks:**

/s/ Jared Cohen, as Attorney-in-Fact 09/06/2023

\*\* 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.