

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

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

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

1. Name and Address of Reporting Person* <u>Dowden Nathan J</u>			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) _____ Other (specify below) _____ President & COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>			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		
C/O ENTRADA THERAPEUTICS, INC. ONE DESIGN CENTER PLACE, SUITE 17-500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
BOSTON	MA	02210	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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	03/01/2024		A		33,100 ⁽¹⁾	A	\$0 ⁽¹⁾	81,268	D	
Common Stock	03/01/2024		A		60,000 ⁽²⁾	A	\$0 ⁽²⁾	141,268	D	
Common Stock	03/04/2024		F		343 ⁽³⁾	D	\$12.423 ⁽⁴⁾	140,925	D	
Common Stock	03/04/2024		F		409 ⁽³⁾	D	\$13.3673 ⁽⁵⁾	140,516	D	
Common Stock	03/05/2024		F		1,486 ⁽³⁾	D	\$12.2788 ⁽⁶⁾	139,030	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)	\$13.73	03/01/2024		A		50,100		(7)	03/01/2034	Common Stock	50,100	\$0	50,100	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 March 1, 2025; (ii) 25% on March 1, 2026; (iii) 25% on March 1, 2027 and (iv) the remaining 25% on March 1, 2028, so long as the Reporting Person remains an employee or other service provider of the Issuer through such date.
- 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) 50% on March 1, 2026 and (ii) the remaining 50% on March 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.10 to \$13.08, 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 \$13.15 to \$13.82, 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 \$12.03 to \$12.44, 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 March 1, 2025, with the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, such that the option shares will be fully vested on March 1, 2028.

Remarks:

/s/ Jared Cohen, as Attorney-in-Fact 03/05/2024

** 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.