Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
rvasiliigtoii,	D.C.	20040	

Check this box if no longer subject	ST
to Section 16. Form 4 or Form 5	
obligations may continue. See	

TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				Lyell Immunopharma, Inc. [LYEL]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Fi	rst) (N	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2023											!		(specify
	· ·	NC.									Individual or Joint/Group Filing (Check Appline) X Form filed by One Reporting Person					``		
- (')	A 9	4080		Dul								Form filed by More than One Reportin Person					oorting	
	ate) (Z	Zip)		$ _{\Box}$	Check tl	his box	to indi	cate that	t a tran	saction was m	ade pur	suant to a	contract, uction 10	instri	uction or writ	tten pla	an that is inte	ended to
	Table	I - No	n-Deriva	tive S	Secui	rities	Acc	uired	l, Dis	posed of	, or E	enefici	ally C	wn	ed			
		Date	/Day/Year) Execu		ecution Date, iny				Disposed Of			d Se Be Ov	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) o (D)	Price	Tra	insac	tion(s)			(Instr. 4)
Stock			08/15/2	023	23 08/15/20		23	S		58,020	D	\$2.28	3(1)	930,880		I		Grantor ⁽²⁾
Stock													2,967,834		34 D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	tion Date,			of Deriv Secu Acqu (A) or Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	e C S Illy D O (I	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
	SAN (St Security (Ins Stock Stock Stock Stock Stock Stock	SAN CA 9 (State) (2 Table Security (Instr. 3) 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ELL IMMUNOPHARMA, INC. SKINS WAY SAN (State) (Zip) Table I - Note Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Derivative Derivative Security (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ELL IMMUNOPHARMA, INC. SKINS WAY SAN (State) (Zip) Table I - Non-Derivation (Month/Day) Security (Instr. 3) Stock (Month/Day) Table II - Derivation (e.g., putage) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) ELL IMMUNOPHARMA, INC. SKINS WAY SAN ISCO (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, cathering of Exercise Price of Derivative (Month/Day/Year) 2. Table II - Derivative Security (Instr. 3) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	Lyell Image Lyell Image	Lyell Immur 3. Date of Earliest 08/15/2023 4. If Amendment, SKINS WAY SAN ISCO	Lyell Immunoph	Lyell Immunopharma Lyell Immunopharma Lyell Immunopharma 3. Date of Earliest Transaction (08/15/2023 4. If Amendment, Date of Origin SKINS WAY	Lyell Immunopharma, Inc.	Lyell Immunopharma, Inc. Lyell Immunophare, Inc. Lyell	Lyell Immunopharma, Inc. LYEL	Lyell Immunopharma, Inc. [LYEL] (Comparison of Code (Instr. 3) Lyell Immunopharma, Inc. Lyel	Lyell Immunopharma, Inc. Lyell Salve S	Lyel Immunopharma, Inc. Lyel Samular Check all application	Lyel Immunopharma, Inc. LYEL	Lyell Immunopharma, Inc. [LYEL] Check all applicable)	Lyell Immunopharma, Inc. [LYEL] S. Date of Earliest Transaction (Month/Day/Year) SAN ISCO GA 94080 Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is into satisfy the affirmative defense conditions of Full 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) A Demend (Month/Day/Year) Stock BY15/2023 BY

Explanation of Responses:

- 1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.275 to \$2.285, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of 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 ranges set forth in this footnote.
- 2. Consists of 245,515 shares held by The Ariella Klausner Delaware Trust, 194,335 shares held by The Eli Klausner Delaware Trust, 245,515 shares held by The Isaac Klausner Delaware Trust, and 245,515 shares held by The Olivia Klausner Delaware Trust. The Reporting Person is a grantor of each of the trusts and disclaims beneficial ownership of all shares held by the trusts except to any pecuniary interest therein. Raymond James Trust Services of Delaware is the trustee of each of the trusts.

Remarks:

/s/ Charles Newton, as Attorney-in-fact

08/17/2023

** 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.