

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>GOEDDEL DAVID V</u></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>NGM BIOPHARMACEUTICALS INC</u> [<u>NGM</u>]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
<p>(Last) (First) (Middle)</p> <p><u>1 LETTERMAN DRIVE</u></p> <p><u>BUILDING D, SUITE DM-900</u></p>	<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/25/2022</u></p>	
<p>(Street)</p> <p><u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u></p>	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>(City) (State) (Zip)</p>		

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	10/25/2022		P		51,046	A	\$4.7484 ⁽¹⁾	51,046	I	See footnote ⁽²⁾⁽³⁾
Common Stock	10/26/2022		P		72,774	A	\$4.8512 ⁽⁴⁾	123,820	I	See footnote ⁽²⁾⁽³⁾
Common Stock								130,000	D	
Common Stock								190,000	I	See footnote ⁽⁵⁾
Common Stock								2,650,177	I	See footnote ⁽⁶⁾
Common Stock								90,442	I	See footnote ⁽⁷⁾
Common Stock								11,103,333	I	See footnote ⁽⁸⁾
Common Stock								858,035	I	See footnote ⁽⁹⁾
Common Stock								968,990	I	See footnote ⁽¹⁰⁾
Common Stock								2,265,758	I	See footnote ⁽¹¹⁾
Common Stock								1,298,908	I	See footnote ⁽¹²⁾
Common Stock								1,298,908	I	See footnote ⁽¹³⁾
Common Stock								100,000	I	See footnote ⁽¹⁴⁾
Common Stock								100,000	I	See footnote ⁽¹⁵⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

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. Code V Transaction Code (Instr. 8)	5. (A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5)	6. (D) Derivative Security Code (Instr. 3 and 5)	7. Expiration Date (Month/Day/Year)	8. Date and Amount of Underlying Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
<p>1. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$4.705 to \$4.80, inclusive. The Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote 1 to this Form 4.</p> <p>2. The securities are directly held by The Column Group Opportunity III, LP ("TCG Opportunity III LP"). The Column Group Opportunity III GP, LP ("TCG Opportunity III GP LP") is the general partner of TCG Opportunity III LP and may be deemed to have voting and investment power with respect to these securities. TCG Opportunity III GP, LLC ("TCG Opportunity III GP LLC") is the general partner of TCG Opportunity III GP LP and the ultimate general partner of TCG Opportunity III LP and may be deemed to have voting and investment power with respect to these securities. The managing members of TCG Opportunity III GP LLC are the Reporting Person, a member of the issuer's board of directors, Peter Svennilson and Tim Kutzkey (collectively, the "TCG Managing Members").</p> <p>3. (Continued from Footnote 2) The TCG Managing Members may be deemed to share voting and investment power with respect to such securities. TCG Opportunity III GP LP, TCG Opportunity III GP LLC and each of the TCG Managing Members disclaim beneficial ownership of these securities, except to the extent of their respective pecuniary interest in such securities.</p> <p>4. The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$4.795 to \$4.95, inclusive. The Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote 3 to this Form 4.</p> <p>5. The securities are directly held by the David V. Goeddel and Alena Z. Goeddel 2004 Trust for which the Reporting Person and Alena Z. Goeddel serve as co-trustee.</p>												

Remarks:

/s/ James Evangelista,
Attorney-in-fact
 ** Signature of Reporting Person 10/27/2022
 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.