SEC Form 4	
------------	--

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

	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

1. Name and Address of Reporting Person [®] <u>Menzel Garry E</u>						er Name a <u>2 THE</u>				^{mbol} [<u>C.</u> [TCR	(Cheo X	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Cofficer (give title Other (specify				ner	
(Last) (First) (Middle) C/O TCR2 THERAPEUTICS 100 BINNEY STREET						e of Earlies /2022	st Transac	ction (Mo	onth/D	ay/Year)		below)	Preside	nt and (below)	-	
(Street) CAMBR	LIDGE N		4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check App X Form filed by One Reporting Perso Form filed by More than One Repo											ting Person	,		
(City)	(5	State)	(Zip)											,			.g
		-	Table I - No	n-Deriva	ative \$	Securit	ies Acq	uired,	Dis	posed of,	or Bene	eficially (Owned				
Dat					ction ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Disposed Of Code (Instr. 8)		Of (D) (Instr.	(A) or 3, 4 and 5)	Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	Stock							Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4) 132,729		I S		ee
Common									\vdash				132,7			I Se	ee
			Table II -	Derivati	ive Se		s Acau	ired [Disp	sed of a	or Benef		ĺ ĺ			Fo	ootnote ⁽²⁾
				(e.g., pı		alls, wa	rrants,	option	ns, c	onvertibl	e securi	ties)					
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	Code (Instr.		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 an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	ve ies ially ng	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s (Instr. 4)			
Stock Option (right to buy)	\$16.11	11/17/2022		D			6,240	(3))	04/10/2029	Common Stock	6,240	\$0.00 ⁽⁴⁾	(0 D		
Restricted Stock Unit (right to buy)	(5)	11/17/2022		А		2,080		(6)		(6)	Common Stock	2,080	\$0.00 ⁽⁴⁾	2,0	80	D	
Stock Option (right to buy)	\$16.11	11/17/2022		D			479,866	(3)		04/10/2029	Common Stock	479,866	\$0.00 ⁽⁷⁾	()	D	
Restricted Stock Unit (right to buy)	(5)	11/17/2022		А		159,956		(6)		(6)	Common Stock	159,956	\$0.00 ⁽⁷⁾	159	956	D	
Stock Option (right to buy)	\$16.1	11/17/2022		D			3,500	(8)		12/18/2029	Common Stock	3,500	\$0.00 ⁽⁹⁾	()	D	
Restricted Stock Unit (right to buy)	(5)	11/17/2022		А		1,167		(10)	(10)	Common Stock	1,167	\$0.00 ⁽⁹⁾	1,167		D	
Stock Option (right to buy)	\$16.1	11/17/2022		D			164,500	(8)		12/18/2029	Common Stock	164,500	\$0.00 ⁽¹¹⁾	(D		
Restricted Stock Unit (right to buy)	(5)	11/17/2022		А		54,834		(10)	(10)	Common Stock	54,834	\$0.00 ⁽¹¹⁾	54,	834 D		
Stock Option (right to buy)	\$31.83	11/17/2022		D			4,512	(12)	12/09/2030	Common Stock	4,512	\$0.00 ⁽¹³⁾	(0 D		
Restricted Stock Unit (right to buy)	(5)	11/17/2022		А		821		(14)	(14)	Common Stock	821	\$0.00 ⁽¹³⁾	82	21	D	
Stock Option (right to buy)	\$31.83	11/17/2022		D			240,488	(12)	12/09/2030	Common Stock	240,488	\$0.00 ⁽¹⁵⁾)	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. Transa Code (8)		Disposed	ative Expiration Date of Securities			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Restricted Stock Unit (right to buy)	(5)	11/17/2022		A		43,726		(14)	(14)	Common Stock	43,726	\$0.00 ⁽¹⁵⁾	43,726	D	

Explanation of Responses:

1. Consists of 132,729 shares of common stock held by the Garry E. Menzel and Mary E. Henshall Family Trust, under instrument of trust dated July 29, 2010, to the Garry E. Menzel Revocable Trust of 2022, under Indenture of Trust dated April 5, 2022 (the "Menzel Trust"). The reporting person is the trustee of the Menzel Trust, and as such the reporting person may be deemed to beneficially own such securities. The reporting person and members of his immediate family are the sole beneficiaries of the Menzel Trust.

2. Consists of 132,730 shares of common stock held by and the Mary E. Henshall Revocable Trust of 2022, under Indenture of Trust dated April 5, 2022 (the "Henshall Trust"). The reporting person's spouse is the trustee of the Henshall Trust, and as such the reporting person may be deemed to beneficially own such securities. The reporting person and members of his immediate family are the sole beneficiaries of the Henshall Trust.

3. This cancelled option vested 25% on January 1, 2020 and the remaining 75% vests in 36 substantially equal monthly installments thereafter.

4. On November 17, 2022, the issuer canceled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on April 11, 2019. In exchange for such stock option, the reporting person received restricted stock units in the amount of 2,080.

5. Each restricted stock unit represents a right to receive one share of the issuer's common stock at the time of vesting for no consideration

6. The restricted stock units will vest 98% on December 1, 2022, and 2% on December 1, 2023.

7. On November 17, 2022, the issuer canceled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on April 11, 2019. In exchange for such stock option, the reporting person received restricted stock units in the amount of 159,956.

8. This cancelled option vested 25% on January 1, 2021 and the remaining 75% vests in 36 substantially equal monthly installments thereafter.

9. On November 17, 2022, the issuer canceled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on December 19, 2019. In exchange for such stock option, the reporting person received restricted stock units in the amount of 1,167.

10. 73% of these RSUs will vest on December 1, 2022, 25% will vest on December 1, 2023 and the remaining 2% will vest on December 1, 2024.

11. On November 17, 2022, the issuer cancelled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on December 19, 2019. In exchange for such stock option, the reporting person received restricted stock units in the amount of 54,834.

12. This cancelled option vested 25% on January 1, 2022 and the remaining 75% vests in 36 substantially equal monthly installments thereafter.

13. On November 17, 2022, the issuer cancelled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on December 10, 2020. In exchange for such stock option, the reporting person received restricted stock units in the amount of 821.

14. 48% of these RSUs will vest on December 1, 2022, 25% will vest on December 1, 2023, another 25% will vest on December 1, 2024 and the remaining 2% will vest on December 1, 2025.

15. On November 17, 2022, the issuer cancelled, pursuant to the issuer's offer to exchange eligible options for new restricted stock units program, a stock option granted to the reporting person on December 10, 2020. In exchange for such stock option, the reporting person received restricted stock units in the amount of 43,726.

Remarks:

<u>/s/ Margaret Siegel as Attorney-</u> in-Fact <u>11/18/2022</u>

** 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.