SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-23** SEC Accession No. 0001181431-13-004947

(HTML Version on secdatabase.com)

REPORTING OWNER

LANPHIER EDWARD O II

CIK:1234386

Type: 4 | Act: 34 | File No.: 000-30171 | Film No.: 13550066

Mailing Address C/O SANGAMO BIOSCIENCES IN STE.A-100 POINT RICHMOND TECH CENTER 501 CANA BLVD RICHMOND CA 94804

ISSUER

SANGAMO BIOSCIENCES INC

CIK:1001233| IRS No.: 680359556 | State of Incorp.:DE | Fiscal Year End: 1231 SIC: 2836 Biological products, (no disgnostic substances)

Mailing Address 501 CANAL BLVD POINT RICHMOND TECH CNTR. RICHMOND CA 94804 Business Address 501 CANAL BLVD POINT RICHMOND TECH CNTR. RICHMOND CA 94804 5109706000

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OIVIB APPROVAL											
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addres			2. Issuer Name and Ticker or Trading Symbol SANGAMO BIOSCIENCES INC [SGMO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2013	President & CEO
C/O SANGAMO RICHMOND TE		, and the second		
RICHMOND, CA	(Street) A 94804		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) X Form Filed by One Reporting Person Form Filed by More than One Reporting Person
(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)					5. Amount of Securities Beneficially Owned	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/23/2013		<u>S</u> (1)		8,300	D	\$10.001	1,723,442	I	By Trust (2)	
Common Stock	01/24/2013		<u>s</u> (1)		300	D	\$10	1,723,142	I	By Trust (2)	
Common Stock								330,000 (3)	D		
Common Stock								100,000		By Trust for Daughter ⁽⁴⁾	
Common Stock								100,000		By Trust for Daughter ⁽⁴⁾	

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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	of Derivative Security (Instr. 5)	Derivative	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
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									Amount			
									or			
									Number			
						Date	Expiration		of			
		Code	V	(A)	(D)	Exercisable	Date	Title	Shares			

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 28, 2006, as amended.
- 2. These shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust U/T/A August 30, 2002, Edward O. Lanphier II and Cameron M. Lanphier, Trustees.
- 3. Includes 150,000 shares and 180,000 shares subject to restricted stock units granted on December 8, 2011 and December 6, 2012, respectively, that will be issued as such units vest in accordance with their terms.
- **4.** The Reporting Person disclaims beneficial ownership of the shares held by his children and this report shall not be deemed to be an admission that Mr. Lanphier is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Signatures

/s/ Florence Tam, attorney-in-fact

01/24/2013

Date

** Signature of Reporting Person

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.