

SANGAMO BIOSCIENCES INC
 Form 4
 February 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RA CAPITAL MANAGEMENT, LLC

2. Issuer Name and Ticker or Trading Symbol
 SANGAMO BIOSCIENCES INC [SGMO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20 PARK PLAZA, SUITE 1200,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2014

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% Owner

BOSTON, MA 02116

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ 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)	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	02/05/2014		P		13,694	A	\$ 18.165	3,696,696	D ⁽¹⁾
Common Stock	02/05/2014		P		17,640	A	\$ 18.21	3,714,336	D ⁽¹⁾
Common Stock	02/05/2014		P		10,666	A	\$ 18.3623	3,725,002	D ⁽¹⁾
Common Stock	02/06/2014		S		7,312	D	\$ 18.4194	3,717,690	D ⁽¹⁾
Common Stock	02/07/2014		S		34,688	D	\$ 18.5203	3,683,002	D ⁽¹⁾

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Common Stock	02/11/2014	P	42,000	A	\$ 19.6494	3,725,002	D <u>(1)</u>
Common Stock	02/12/2014	P	42,000	A	\$ 18.0386	3,767,002	D <u>(1)</u>
Common Stock	02/13/2014	S	15,409	D	\$ 18.4592	3,751,593	D <u>(1)</u>
Common Stock	02/14/2014	S	15,380	D	\$ 18.6064	3,736,213	D <u>(1)</u>
Common Stock	02/18/2014	S	11,172	D	\$ 18.1058	3,725,041	D <u>(1)</u>
Common Stock	02/19/2014	S	6,720	D	\$ 18.5149	3,718,321	D <u>(1)</u>
Common Stock	02/20/2014	S	39	D	\$ 18.39	3,718,282	D <u>(1)</u>
Common Stock	02/20/2014	S	35,280	D	\$ 18.4	3,683,002	D <u>(1)</u>
Common Stock	02/26/2014	P	32,194	A	\$ 19.1501	3,715,196	D <u>(1)</u>
Common Stock	02/26/2014	P	42,000	A	\$ 19.8982	3,757,196	D <u>(1)</u>
Common Stock	02/27/2014	S	14,953	D	\$ 19.26	3,742,243	D <u>(1)</u>
Common Stock	02/27/2014	S	17,243	D	\$ 19.4574	3,725,000	D <u>(1)</u>
Common Stock	02/28/2014	P	42,000	A	\$ 18.0987	3,767,000	D <u>(1)</u>
Common Stock	03/03/2014	S	67,200	D	\$ 18.21	3,699,800	D <u>(1)</u>
Common Stock	03/03/2014	S	16,800	D	\$ 18.2256	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	P	42,001 <u>(2)</u>	A	\$ 22.445	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	P	42,000 <u>(2)</u>	A	\$ 22.5603	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	31,531 <u>(3)</u>	D	\$ 23.1786	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	241,471 <u>(3)</u>	D	\$ 23.235	3,683,000	D <u>(1)</u>
Common Stock	03/06/2014	S	20,415 <u>(3)</u>	D	\$ 24.0014	3,683,000	D <u>(1)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (right to buy)	\$ 20	01/29/2014		P	8,275	<u>(4)</u>	01/17/2016	Common Stock	827,500 <u>(5)</u>
Call Option (obligation to sell)	\$ 30	01/29/2014		S	8,275	<u>(4)</u>	01/17/2016	Common Stock	827,500 <u>(5)</u>
Call Option (right to buy)	\$ 25	01/29/2014		P	8,275	<u>(4)</u>	01/17/2016	Common Stock	827,500 <u>(6)</u>
Call Option (obligation to sell)	\$ 35	01/29/2014		S	8,275	<u>(4)</u>	01/17/2016	Common Stock	827,500 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116				Former 10% Owner
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116				Former 10% Owner
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC				Former 10% Owner

20 PARK PLAZA, SUITE 1200
BOSTON, MA 02116

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC	02/18/2015
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	02/18/2015
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky, individually	02/18/2015
__Signature of Reporting Person	Date

Explanation of Responses:

* 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).

The reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Col 5 of Table I and the number of options reported in Col 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the time of the last transaction reported herein.

(1) The Fund delivered these shares to a stock lender to satisfy the Fund's obligation to return shares previously borrowed.

(2) The Fund borrowed shares for delivery against this sale.

(3) These options are exercisable at any time prior to their expiration.

These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 8,275 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$20.00 per share and (2) sold 8,275 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$30.00 per share.

These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 8,275 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$25.00 per share and (2) sold 8,275 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$35.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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