

SANGAMO BIOSCIENCES INC
 Form 4
 February 18, 2015

FORM 4

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

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 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 or Price | | |
| Common Stock | 03/06/2014 | | S | | 40,482 (3) | D | \$ 24.095 3,683,000 D (1) |
| Common Stock | 03/06/2014 | | S | | 21,001 (3) | D | \$ 24.1 3,683,000 D (1) |
| Common Stock | 03/07/2014 | | P | | 258,377 (2) | A | \$ 22.2487 3,683,000 D (1) |
| Common Stock | 03/10/2014 | | P | | 12,522 (2) | A | \$ 22.2952 3,683,000 D (1) |
| Common Stock | 03/12/2014 | | S | | 123,480 (3) | D | \$ 23.4 3,683,000 D (1) |

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| | | | | | | | |
|--------------|------------|---|----------------|---|------------|-----------|-------|
| Common Stock | 03/13/2014 | P | 71,319 (2) | A | \$ 22.7619 | 3,683,000 | D (1) |
| Common Stock | 03/17/2014 | P | 52,161 (2) | A | \$ 23.0217 | 3,683,000 | D (1) |
| Common Stock | 03/18/2014 | S | 34,440 (3) | D | \$ 23.7448 | 3,683,000 | D (1) |
| Common Stock | 03/18/2014 | S | 49,560 (3) | D | \$ 23.745 | 3,683,000 | D (1) |
| Common Stock | 03/19/2014 | S | 17,808 (3) | D | \$ 24.283 | 3,683,000 | D (1) |
| Common Stock | 03/21/2014 | P | 101,808 (2) | A | \$ 21.2163 | 3,683,000 | D (1) |
| Common Stock | 03/25/2014 | P | 21,000 | A | \$ 19.33 | 3,704,000 | D (1) |
| Common Stock | 03/25/2014 | P | 42,000 | A | \$ 19.4418 | 3,746,000 | D (1) |
| Common Stock | 03/25/2014 | P | 21,000 | A | \$ 19.455 | 3,767,000 | D (1) |
| Common Stock | 03/26/2014 | P | 19,320 | A | \$ 17.875 | 3,786,320 | D (1) |
| Common Stock | 03/26/2014 | P | 190,693 | A | \$ 18.162 | 3,977,013 | D (1) |
| Common Stock | 03/27/2014 | P | 4,200 | A | \$ 17.35 | 3,981,213 | D (1) |
| Common Stock | 03/27/2014 | P | 251,987 | A | \$ 17.6576 | 4,233,200 | D (1) |
| Common Stock | 03/28/2014 | P | 21,840 | A | \$ 17.07 | 4,255,040 | D (1) |
| Common Stock | 03/28/2014 | P | 62,160 | A | \$ 17.105 | 4,317,200 | D (1) |
| Common Stock | 04/01/2014 | S | 48,500 | D | \$ 17.8751 | 4,268,700 | D (1) |
| Common Stock | 04/01/2014 | S | 24,900 | D | \$ 17.885 | 4,243,800 | D (1) |
| Common Stock | 04/01/2014 | S | 50,000 | D | \$ 17.945 | 4,193,800 | D (1) |
| Common Stock | 04/01/2014 | S | 51,500 | D | \$ 18.076 | 4,142,300 | D (1) |
| Common Stock | 04/01/2014 | S | 75,100 | D | \$ 18.135 | 4,067,200 | D (1) |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116 | | | | Former 10% Owner |

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) The Fund borrowed shares for delivery against this sale.

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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