

SANGAMO BIOSCIENCES INC
 Form 4
 March 25, 2014

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 *
 Gregory Philip D

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2014

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 See Remarks

C/O SANGAMO BIOSCIENCES INC., POINT RICHMOND TECH CNTR, 501 CANAL BLVD

(Street)

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

RICHMOND, CA 94804

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/21/2014		M		1,791	A	\$ 4.11
					111,138	(1)	D
Common Stock	03/21/2014		M		3,000	A	\$ 6.82
					114,138	(1)	D
Common Stock	03/21/2014		M		4,000	A	\$ 13.98
					118,138	(1)	D
Common Stock	03/21/2014		M		1,209	A	\$ 3.45
					119,347	(1)	D
	03/21/2014		M		5,000	A	\$ 5.35
					124,347	(1)	D

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Common
Stock

Common Stock	03/21/2014		<u>S</u> (2)	15,000	D	\$ 22.3842	109,347 <u>(1)</u>	D
						<u>(3)</u>		

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 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.11	03/21/2014		M	1,791	<u>(4)</u> 12/11/2015	Common Stock	1,791
Employee Stock Option (Right to Buy)	\$ 6.82	03/21/2014		M	3,000	<u>(4)</u> 12/12/2016	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 13.98	03/21/2014		M	4,000	<u>(4)</u> 12/11/2017	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 3.45	03/21/2014		M	1,209	<u>(4)</u> 12/09/2018	Common Stock	1,209

Employee Stock Option (Right to Buy)	\$ 5.35	03/21/2014	M	5,000	(4)	12/06/2019	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Philip D C/O SANGAMO BIOSCIENCES INC. POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804				See Remarks

Signatures

/s/ Florence Tam, 03/25/2014
attorney-in-fact

__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).
- (1) Includes 33,333 shares, 26,666 shares, and 35,000 shares subject to restricted stock units granted on December 8, 2011, December 6, 2012, and December 12, 2013 respectively, which will be issued as such units vest in accordance with their terms.
- (2) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on February 19, 2014.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.13 to \$22.51, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.13 to \$22.51, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (4) All shares underlying this option are vested and immediately exercisable.

Remarks:

Senior Vice President, Research & CSO

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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