SANGAMO BIOSCIENCES INC

Form 5

January 16, 2015

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0362

Expires: January 31, 2005

Check this box if no longer subject to Section 16. Form 4 or Form

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported 20(1) fold I Market 1940.

Form 4

5 obligations

may continue.

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LANPHIER EDWARD O II Symbol SANGAMO BIOSCIENCES INC (Check all applicable) [SGMO] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X_ Officer (give title _ Other (specify (Month/Day/Year) below) below) 12/31/2014 President & CEO

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

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

RICHMOND, CAÂ 94804

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Secu	rities .	Acquir	ed, Disposed of	, or Beneficiall	ly 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. Securitie (A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/16/2014	Â	G <u>(1)</u>	400,000	D	\$0	1,204,521 (2)	I	By Trust
Common Stock	12/10/2014	Â	G <u>(1)</u>	13,500	D	\$0	1,191,021 (2)	I	By Trust
Common Stock	12/15/2014	Â	G <u>(1)</u>	2,000	D	\$0	1,189,021 (2)	I	By Trust

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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 2270 (9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC. POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CAÂ 94804

X Â Â President & CEO Â

Signatures

/S/ Florence Tam, Attorney-in-Fact 01/16/2015

**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).
- (1) The shares were transferred as a bona fide gift without consideration.
- (2) Includes 60,000, 50,000 shares and 125,000 subject to RSUs granted on December 6, 2012, December 12, 2013 and December 11, 2014, respectively, that will be issued as such units vest in accordance with their terms.
- (3) On December 16, 2014, the Reporting Person transferred 88,467 shares directly held by him to 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 ("Lanphier Trust").
- (4) These shares are held in the Lanphier Trust.

Reporting Owners 2

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