

SANGAMO BIOSCIENCES INC
 Form 4
 July 14, 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 *
 Wolff Henry Ward

(Last) (First) (Middle)

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

(Street)

RICHMOND, CA 94804

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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				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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				
Common Stock	07/10/2015		M		6,102	A	\$ 3.45	205,974 ⁽¹⁾	D	
Common Stock	07/10/2015		S ⁽²⁾		6,102	D	\$ 10	199,872 ⁽¹⁾	D	
Common Stock	07/13/2015		M		3,898	A	\$ 3.45	203,770 ⁽¹⁾	D	
Common Stock	07/13/2015		S ⁽²⁾		3,898	D	\$ 10	199,872 ⁽¹⁾	D	
	07/13/2015		S ⁽²⁾		2,000	D	\$ 10	197,872 ⁽¹⁾	D	

Common
Stock

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

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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)	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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.45	07/10/2015		M	6,102	<u>(3)</u> 12/09/2018	Common Stock	6,201
Employee Stock Option (Right to Buy)	\$ 3.45	07/13/2015		M	3,898	<u>(3)</u> 12/09/2018	Common Stock	3,898

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolff Henry Ward
C/O SANGAMO BIOSCIENCES INC.
POINT RICHMOND TECH CNTR, 501 CANAL BLVD
RICHMOND, CA 94804

Exec VP & CFO

Signatures

/s/ Florence Tam,
attorney-in-fact

07/14/2015

__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) Includes 15,000, 23,333 and 37,500 shares 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.
- (2) All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 11, 2014, as amended.
- (3) All shares underlying this option are vested and immediately exercisable.

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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