## Edgar Filing: LANPHIER EDWARD O II - Form 4

	R EDWARD O II									
Form 4 December	12, 2008									
FOR	ЛЛ		SECU	DITIES				т	PPROVAL	
	Washington, D.C. 20549						NOMB Number:	3235-0287		
if no lo	this box							Expires:	January 31, 2005	
subject Section Form 4 Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per response 0.			
obligat may co	ions Section 17	(a) of the l	Public U	Itility Ho	lding Co		nge Act of 1934, of 1935 or Sectio 940	on		
(Print or Type	e Responses)									
1. Name and LANPHIE		2. Issuer Name <b>and</b> Ticker or Trading Symbol SANGAMO BIOSCIENCES INC			5. Relationship of Reporting Person(s) to Issuer					
			[SGMO]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner X_ Officer (give title Other (specify below) below)				
INC, STE	GAMO BIOSCIE A-100, POINT ND TECH CNTR BLVD.		12/10/2	2008			· · · · · · · · · · · · · · · · · · ·	esident & CEO		
(Street) 4. If Amend: Filed(Month/					-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RICHMO	ND, CA 94804						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if		4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
				Code V	Amount	(D) Price	(instr. 5 and 1)			
Reminder: Re	eport on a separate lin	e for each cl	ass of sec	urities bene	Perso infor requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the collect tained in this form ond unless the for ntly valid OMB col	are not m	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) of Disposed of (E (Instr. 3, 4, and 5)	Expiration I (Month/Day r )	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Employee Stock Option (Right to Buy)	\$ 3.45	12/10/2008		А	350,000	<u>(1)</u>	12/10/2018	Common Stock	350,00	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
LANPHIER EDWARD O II C./O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR,501 CANAL BLVD. RICHMOND, CA 94804	Х		President & CEO		
Signatures					
/s/ Edward O.					

Lanphier II 12/12/2008

**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 stock option vests and becomes exercisable for twenty five percent of the shares upon the optionee?s completion of one year of

(1) service measured from the grant date and vest and become exercisable for the balance of the shares in thirty six successive equal monthly installments upon his or her completion of each additional month of service thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.