

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Gregory Philip D</u>  (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 <u>SANGAMO BIOSCIENCES INC [ SGMO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CSO &amp; Vice President, Research</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(A) or (D)	Price			
Common Stock	05/02/2011		M		15,000	A	\$3.45	15,000	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		1,500	D	\$7.3	13,500	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		1,000	D	\$7.305	12,500	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		1,600	D	\$7.31	10,900	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		101	D	\$7.315	10,799	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		299	D	\$7.32	10,500	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		800	D	\$7.33	9,700	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		2,200	D	\$7.335	7,500	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		7,400	D	\$7.34	100	D	
Common Stock	05/02/2011		s <sup>(1)</sup>		100	D	\$7.35	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$3.45	05/02/2011		M			15,000	(2)	12/09/2018	Common Stock	15,000	\$0	174,209	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 23, 2011.
- The stock option vests and becomes exercisable for 25% of the shares upon the optionee's completion of one year of service measured from the grant date and vest and become exercisable for the balance of the shares in 36 successive equal monthly installments upon his or her completion of each additional month of service thereafter.

/s/ Philip D. Gregory 05/03/2011

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.