

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Gregory Philip D</u> (Last) (First) (Middle) C/O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BL. (Street) RICHMOND CA 94804 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/26/2005	3. Issuer Name and Ticker or Trading Symbol <u>SANGAMO BIOSCIENCES INC [SGMO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President, Research	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,000	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(1)	12/14/2010	Common Stock	15,000	15.375	D
Employee Stock Option (Right to Buy)	(2)	01/02/2012	Common Stock	10,000	8.89	D
Employee Stock Option (Right to Buy)	(3)	06/13/2012	Common Stock	5,000	3.99	D
Employee Stock Option (Right to Buy)	(4)	01/27/2013	Common Stock	6,000	3.2	D
Employee Stock Option (Right to Buy)	(5)	12/02/2013	Common Stock	39,680	4.92	D
Employee Stock Option (Right to Buy)	(5)	12/02/2013	Common Stock	10,320	4.92	D
Employee Stock Option (Right to Buy)	(6)	08/09/2014	Common Stock	18,829	3	D
Employee Stock Option (Right to Buy)	(6)	08/09/2014	Common Stock	6,171	3	D
Employee Stock Option (Right to Buy)	(7)	12/20/2014	Common Stock	25,000	5.19	D

Explanation of Responses:

- Options are fully vested and immediately exercisable.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 2, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on June 13, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 27, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 2, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on August 9, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 20, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.

/s/ Philip D Gregory 11/07/2005

** 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 5 (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.

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