

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>ZANTE GREG</b>  (Last) (First) (Middle) <b>C/O SANGAMO BIOSCIENCES, INC. STE: 100A                  POINT RICHMOND TECH CNTR, 501 CANAL                  BL</b>  (Street) <b>RICHMOND CA 94804</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SANGAMO BIOSCIENCES INC [ SGMO ]</b>	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) <b>VP, Finance &amp; Administration</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/11/2006</b>	
	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	12/11/2006		D		827	D	\$7.04	0	D	
Common Stock	12/11/2006		M		2,834	A	\$3	2,834	D	
Common Stock	12/11/2006		S		2,834	D	\$7.04	0	D	
Common Stock	12/11/2006		M		15,000	A	\$4.92	15,000	D	
Common Stock	12/11/2006		S		15,000	D	\$7.04	0	D	
Common Stock	12/11/2006		M		9,583	A	\$5.19	9,583	D	
Common Stock	12/11/2006		S		9,583	D	\$7.04	0	D	
Common Stock	12/12/2006		M		12,500	A	\$4.11	12,500	D	
Common Stock	12/12/2006		S		12,500	D	\$6.98	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	12/11/2006		D			2,834	(I)	08/17/2013	Common Stock	2,834	\$0	10,582	D	
Employee Stock Option (Right to Buy)	\$4.92	12/11/2006		D			15,000	(I)	12/01/2013	Common Stock	15,000	\$0	5,000	D	
Employee Stock Option (Right to Buy)	\$5.19	12/11/2006		D			9,583	(I)	12/19/2014	Common Stock	9,583	\$0	10,418	D	
Employee Stock Option (Right to Buy)	\$4.11	12/12/2006		D			12,500	(I)	12/12/2015	Common Stock	12,500	\$0	37,500	D	

**Explanation of Responses:**

1. The stock option vests over a four-year period with vesting commencing on the first anniversary of the respective grant date of such option.

/s/Gregory S. Zante

12/13/2006

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.**