

**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* <u>Gregory Philip D</u>  (Last) (First) (Middle) <u>C/O SANGAMO BIOSCIENCES INC.,</u> <u>POINT RICHMOND TECH CNTR, 501 CANAL BLVD</u>  (Street) <u>RICHMOND CA 94804</u>  (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>SVP of Research &amp; CSO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2014</u>	
	4. 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  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 (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	05/01/2014		M		7,000	A	\$6.82	116,347 <sup>(1)</sup>	D	
Common Stock	05/01/2014		M		3,000	A	\$3.45	119,347 <sup>(1)</sup>	D	
Common Stock	05/01/2014		M		5,000	A	\$5.35	124,347 <sup>(1)</sup>	D	
Common Stock	05/01/2014		s <sup>(2)</sup>		15,000	D	\$13.6786 <sup>(3)</sup>	109,347 <sup>(1)</sup>	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					
Employee Stock Option (Right to Buy)	\$6.82	05/01/2014		M			7,000	(4)	12/12/2016	Common Stock 7,000	\$0.00	37,000	D	
Employee Stock Option (Right to Buy)	\$3.45	05/01/2014		M			3,000	(4)	12/09/2018	Common Stock 3,000	\$0.00	55,500	D	
Employee Stock Option (Right to Buy)	\$5.35	05/01/2014		M			5,000	(4)	12/06/2019	Common Stock 5,000	\$0.00	85,000	D	

**Explanation of Responses:**

- Includes 33,333 shares, 26,666 shares, and 35,000 shares subject to restricted stock units granted on December 8, 2011, December 6, 2012, and December 12, 2013 respectively, which will be issued as such units vest in accordance with their terms.
- The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on February 19, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.47 to \$14.00, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- All shares underlying this option are vested and immediately exercisable.

**Remarks:**

/s/ Florence Tam, attorney-in-fact 05/02/2014

\*\* 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.

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