

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <b>LOEB GARY</b> <hr/> (Last) (First) (Middle) <b>C/O SANGAMO THERAPEUTICS, INC.</b> <b>7000 MARINA BLVD</b> <hr/> (Street) <b>BRISBANE CA 94005</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SANGAMO THERAPEUTICS, INC [ SGMO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>X EVP, General Counsel &amp; Sec.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/23/2021</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	03/23/2021		M		11,981	A	\$11.02	100,762 <sup>(1)</sup>	D	
Common Stock	03/23/2021		S		11,981	D	\$13.1032	88,781 <sup>(1)</sup>	D	
Common Stock	03/23/2021		S		5,000	D	\$13.1801	83,781 <sup>(1)</sup>	D	
Common Stock	03/23/2021		S		543	D	\$13.1713	83,238 <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
Stock Option (Right-to-Buy)	\$11.02	03/23/2021		M		11,981	(2)	08/22/2029	Common Stock	11,981	\$0.00	238,019	D	

**Explanation of Responses:**

- Includes 33,335 shares of common stock issuable upon settlement of Restricted Stock Units ("RSUs") granted to the Reporting Person on February 25, 2020 that will vest in two remaining annual installments of 16,665 shares and 16,670 shares on February 25, 2022 and 2023 respectively, and 44,000 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 2021 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third anniversary of the date of grant. The vesting of all such RSUs is subject to the Reporting Person's continuous service as defined in the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP, as amended"), through such dates and subject to acceleration as defined in the 2018 EIP, as amended.
- The option vested as to 1/4 of the total grant amount upon completion of one (1) year of Continuous Service, as defined in the 2018 EIP, as amended, by the Reporting Person, measured from the August 23, 2019 grant date, and the remainder vest and become exercisable in equal monthly installments for thirty-six months thereafter, subject to the Reporting Person's Continuous Service as defined in the 2018 EIP, as amended, through each such vesting date and subject to acceleration as provided in the 2018 EIP, as amended.

**Remarks:**

/s/ Matthew Colvin, Attorney-in-Fact for Gary Loeb 03/25/2021

\*\* 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.**