

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>LANPHIER EDWARD O II</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. Issuer Name and Ticker or Trading Symbol <u>SANGAMO BIOSCIENCES INC [SGMO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2005 | |
| | 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 | 12/16/2005 | | G ⁽¹⁾ | v | 5,000 | D | \$0.00 | 2,222,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 5,000 | D | \$0.00 | 2,217,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 5,000 | D | \$0.00 | 2,212,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 5,000 | D | \$0.00 | 2,207,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 7,000 | D | \$0.00 | 2,200,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 2,000 | D | \$0.00 | 2,198,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 2,000 | D | \$0.00 | 2,196,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G | v | 1,000 | D | \$0.00 | 2,195,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 7,000 | D | \$0.00 | 2,188,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 1,000 | D | \$0.00 | 2,187,992 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 500 | D | \$0.00 | 2,187,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 3,000 | D | \$0.00 | 2,184,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 3,000 | D | \$0.00 | 2,181,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 1,000 | D | \$0.00 | 2,180,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/16/2005 | | G ⁽¹⁾ | v | 1,000 | D | \$0.00 | 2,179,492 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | | | 100,000 | I | By Trust for Son ⁽³⁾ |
| Common Stock | | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |
| Common Stock | | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |
| Common Stock | | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |
| Common Stock | | | | | | | | 200,000 | D | |

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

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| 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 Underlying 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
| Explanation of Responses: 1. Shares transferred as a bona fide gift without consideration. 2. Shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust. 3. Reporting Person disclaims beneficial ownership of the shares held by each of his children and this report shall not be deemed to be an admission that Mr. Lanphier is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. | | | | | | | | | | | |
| | | | | | | | Amount /s/ Edward O. Lanphier II | | 12/16/2005 | | |
| 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.