

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

OMB APPROVAL
OMB Number: 3235-0145
Expires: October 31, 2002
Estimated average burden hours per response. . . 14.9

Sangamo BioSciences, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

800677 10 6

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

// Rule 13d-1(b)

// Rule 13d-1(c)

/x/ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

CUSIP No. 800677 10 6

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Lombard Odier & Cie

(2) Check the Appropriate Box if a Member (a) //  
of a Group (See Instructions) (b) //

(3) Sec Use Only

(4) Citizenship or Place of Organization

Switzerland

Number of Shares Beneficially Owned by Each Reporting  
Person With:

(5) Sole Voting Power

2,236,944

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(6) Shared Voting Power

0

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(7) Sole Dispositive Power

2,236,944

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(8) Shared Dispositive Power

0

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(9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,236,944

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(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) //

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(11) Percent of Class Represented by Amount in Row (9)

9.2%

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(12) Type of Reporting Person (See Instructions)

PN

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**ITEM 1.**

(a) Name of Issuer

Sangamo BioSciences, Inc.

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(b) Address of Issuer's Principal Executive Offices

500 Canal Boulevard  
Suite A100  
Richmond, CA 94804

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**ITEM 2.**

(a) Name of Person Filing

Lombard Odier & Cie

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(b) Address of Principal Business Office or, if none, Residence

11 rue de la Corraterie, 1204 Geneva, Switzerland

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(c) Citizenship

Switzerland

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(d) Title of Class of Securities

Common Stock

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(e) CUSIP Number

800677 10 6

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**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

Not applicable.

**ITEM 4. OWNERSHIP**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2,236,944

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(b) Percent of class:

9.2%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

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2,236,944

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(ii) Shared power to vote or to direct the vote

0

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(iii) Sole power to dispose or to direct the disposition of

2,236,944

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(iv) Shared power to dispose or to direct the disposition of

0

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**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not Applicable.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

All such shares are held for the benefit of the Lombard Odier Immunology Fund which is managed by Lombard Odier Fund Managers S.A.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY**

Not Applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not Applicable.

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP**

Not Applicable.

**ITEM 10. CERTIFICATION**

Not Applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002	February 13, 2002
_____	_____
Date	Date
/s/ Alexandre Meyer	/s/ Tania Plage
_____	_____
Signature	Signature
Alexandre Meyer Vice President	Tania Plage Assistant Vice President
_____	_____
Name/Title	Name/Title

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