

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>Wolff Henry Ward</u> (Last) (First) (Middle) <u>C/O SANGAMO BIOSCIENCES INC.,</u> <u>POINT RICHMOND TECH CNTR, 501 CANAL</u> <u>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>Exec VP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/17/2014</u>	

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	12/11/2014		M		37,500 ⁽¹⁾	A	\$0.00	250,853 ⁽²⁾	D	
Common Stock	12/15/2014		F		40,004 ⁽³⁾	D	\$14.7382	210,849 ⁽²⁾	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)	\$14.07	12/11/2014		M		75,000		(4)	12/10/2024	Common Stock	75,000	\$0.00	75,000 ⁽⁵⁾	D	

Explanation of Responses:

- Shares subject to restricted stock units ("RSUs"), which will vest in a series of three successive equal annual installments upon the Reporting Person's completion of each year of service over the three year period from the grant date.
- Includes 15,000 and 23,333 shares subject to RSUs granted on December 6, 2012 and December 12, 2013 respectively, that will be issued as such units vest in accordance with their terms.
- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs.
- The stock option vests and becomes exercisable for 25% of the shares upon the Reporting Person's completion of one year of service measured from the grant date, and the balance of the shares will vest and become exercisable in 36 successive equal monthly installments upon his completion of each additional month of service thereafter.
- This amendment is being filed solely to correct an inadvertent clerical error by changing the total number of shares of common stock subject to the employee stock option following the reported transaction from 750,000 shares (as previously reported in the original Form 4) to 75,000 shares, and no other change has been made to the original Form 4.

Remarks:

/s/ Florence Tam, attorney-in-fact 12/17/2014

** 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.

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.