

**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>LANPHIER EDWARD O II</u>  (Last) (First) (Middle) C/O SANGAMO BIOSCIENCES, INC. STE: 100A 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) <u>Pres &amp; Chief Ex Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2007	
	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	11/15/2007		S <sup>(1)</sup>		458	D	\$14.6	1,694,034	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		900	D	\$14.61	1,693,134	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		500	D	\$14.63	1,692,634	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		600	D	\$14.7	1,692,034	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		200	D	\$14.71	1,691,834	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		1,173	D	\$14.72	1,690,661	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		563	D	\$14.73	1,690,098	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$14.75	1,689,798	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		400	D	\$14.77	1,689,398	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		200	D	\$14.78	1,689,198	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		600	D	\$14.8	1,688,598	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		500	D	\$14.81	1,688,098	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$14.82	1,687,998	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		100	D	\$14.83	1,687,898	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$14.84	1,687,598	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		2,100	D	\$14.85	1,685,498	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		1,900	D	\$14.86	1,683,598	I	By Trust <sup>(2)</sup>

**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	11/15/2007		S <sup>(1)</sup>		200	D	\$14.865	1,683,398	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		900	D	\$14.87	1,682,498	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		1,000	D	\$14.88	1,681,498	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		600	D	\$14.89	1,680,898	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		900	D	\$14.9	1,679,998	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		500	D	\$14.91	1,679,498	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		700	D	\$14.92	1,678,798	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		900	D	\$14.93	1,677,898	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		800	D	\$14.94	1,677,098	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		3,306	D	\$14.95	1,673,792	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		2,900	D	\$14.96	1,670,892	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		1,100	D	\$14.97	1,669,792	I	By Trust <sup>(2)</sup>
Common Stock	11/15/2007		S <sup>(1)</sup>		300	D	\$14.98	1,669,492 <sup>(3)</sup>	I	By Trust <sup>(2)</sup>

**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					

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 28, 2006.
- These shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust U/T/A August 30, 2002, Edward O. Lanphier II and Cameron M. Lanphier, Trustees.
- The Reporting Person also owns 200,000 shares of common stock directly and 400,000 shares of common stock indirectly through a trust established for the benefit of his children.

/s/ Edward O. Lanphier, II      11/16/2007

\*\* 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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