

OMB APPROVAL	
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**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* <u>Boissel Stephane</u>  (Last) (First) (Middle) <u>C/O SANGAMO THERAPEUTICS, INC.</u> <u>7000 MARINA BLVD</u>  (Street) <u>BRISBANE CA 94005</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SANGAMO THERAPEUTICS, INC [</u> <u>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>EVP, Corp. Strategy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2020</u>	
	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			

**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					
Free Shares Call Options (obligation to sell to Issuer)	(1)	05/09/2020		E	V	1		03/09/2020	05/09/2020	Common Stock (1)	\$0.00	2	D	
Free Shares Call Options (obligation to sell to Issuer)	(2)	07/03/2020		E	V	1		05/03/2020	07/03/2020	Common Stock (2)	\$0.00	1	D	

**Explanation of Responses:**

- In connection with the acquisition by the Issuer of Sangamo Therapeutics France S.A.S. (formerly TxCell S.A.) ("Sangamo France"), the Reporting Person granted to the Issuer, effective November 27, 2018, the right to purchase up to 238,100 "free shares" of Sangamo France (the "Subject Free Shares") for cash in four separate tranches beginning May 3, 2019 (the "Free Shares Call Options"). The exercise price per Subject Free Share to be paid by the Issuer upon any exercise of its Free Shares Call Options is equal to the product of 2.58 euros times the quotient of the 20-day volume weighted average price of the Issuer's common stock preceding the date the Issuer notifies the Reporting Person of its exercise of its Free Shares Call Options (as converted to euros) divided by 12.8329. On May 9, 2020, the Free Shares Call Option with respect to the second tranche of Subject Free Shares (or 80,000 Subject Free Shares) expired unexercised.
- On July 3, 2020, the Free Shares Call Option with respect to the third tranche of Subject Free Shares (or 52,700 Subject Free Shares) expired unexercised.

**Remarks:**

/s/ Matthew Colvin, Attorney-in-Fact for Stephane Boissel 07/31/2020

\*\* 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.