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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 30, 2006

SANGAMO BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-30171

68-0359556

(Commission File Number)

(IRS Employer Identification No.)

501 Canal Blvd, Suite A100 Richmond, California

94804

(Address of Principal Executive Offices)

(Zip Code)

(510) 970-6000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 30, 2006, Sangamo BioSciences, Inc. issued a press release reporting that the shares used in computing the basic and diluted net loss per common share for the third quarter ended September 30, 2006 were incorrect. As a result, the basic and diluted net loss per common share was incorrectly stated as \$0.09 per share and should have been stated as \$0.08 per share. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.

99.1 Press Release Issued October 30, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: October 31, 2006

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II

Edward O. Lanphier II
President, Chief Executive Officer

SANGAMO BIOSCIENCES, INC.
 Point Richmond Tech Center
 501 Canal Boulevard
 Richmond, CA 94804
 510-970-6000 o 510-236-8951(Fax)

 SANGAMO BIOSCIENCES CORRECTS THIRD QUARTER 2006 FINANCIAL RESULTS

NET LOSS PER SHARE IMPROVES FROM \$0.09 TO \$0.08

Richmond, Calif. - October 30, 2006 - Sangamo BioSciences, Inc. (Nasdaq: SGM0) today reported the shares used in computing the basic and diluted net loss per common share for the third quarter ended September 30, 2006 were incorrect. As a result, the basic and diluted net loss per common share was incorrectly stated as \$0.09 per share and should have been stated as \$0.08 per share. Set forth below is a complete corrected Selected Financial Data schedule for the three and nine month periods ended September 30, 2006.

SELECTED FINANCIAL DATA
 (in thousands, except per share data)
 (unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
CONSOLIDATED STATEMENT OF OPERATIONS DATA:				
Revenues	\$ 1,779	\$ 412	\$ 5,692	\$ 1,087
Operating expenses:				
Research and development	3,853	2,988	11,470	8,210
General and administrative	1,569	1,216	5,145	3,705
Total operating expenses	5,422	4,204	16,615	11,915
Loss from operations	(3,643)	(3,792)	(10,923)	(10,828)
Interest income, net	798	125	2,007	228
Net loss	\$ (2,845)	\$ (3,667)	\$ (8,916)	\$ (10,600)
Basic and diluted net loss per common share	\$ (0.08)	\$ (0.14)	\$ (0.28)	\$ (0.42)
Shares used in computing basic and diluted net loss per common share	33,939	25,430	31,960	25,386

CONDENSED BALANCE SHEET DATA

	September 30, 2006	Dec. 31, 2005
Cash, cash equivalents, and investments	56,990	\$ 47,174
Total assets	58,299	48,983
Total stockholders' equity	50,935	37,814

ABOUT SANGAMO BIOSCIENCES, INC.

Sangamo BioSciences, Inc. is focused on the research and development of novel DNA-binding proteins for therapeutic gene regulation and modification. The most advanced ZFP Therapeutic(TM) development programs are currently in Phase 1 clinical trials for evaluation of safety in patients with diabetic neuropathy and peripheral artery disease. Other therapeutic development programs are focused on ischemic heart disease, neuropathic pain, cancer and infectious and monogenic diseases. Sangamo's core competencies enable the engineering of a class of DNA-binding proteins known as zinc finger DNA-binding proteins (ZFPs). By engineering ZFPs that recognize a specific DNA

sequence Sangamo has created ZFP transcription factors (ZFP TF(TM)) that can control gene expression and, consequently, cell function. Sangamo is also

developing sequence-specific ZFP Nucleases (ZFN(TM)) for therapeutic gene modification as a treatment for a variety of monogenic diseases, such as X-linked SCID and hemophilia, and for infectious diseases, such as HIV. Sangamo has established several Enabling Technology Agreements with companies to apply its ZFP Technology to enhance the production of protein pharmaceuticals. Research at Sangamo is partially funded by an Advanced Technology Program (ATP) grant awarded by the National Institute of Standards and Technology (NIST). For more information about Sangamo, visit the company's web site at www.sangamo.com.

This press release may contain forward-looking statements based on Sangamo's current expectations. These forward-looking statements include, without limitation, references to the research and development of novel ZFP TFs and ZFNs, clinical trials and therapeutic applications of Sangamo's ZFP technology platform. Actual results may differ materially from these forward-looking statements due to a number of factors, including technological challenges, Sangamo's ability to develop commercially viable products and technological developments by our competitors. See the company's SEC filings, and in particular, the risk factors described in the company's Annual Report on Form 10-K and its most recent 10-Q. Sangamo assumes no obligation to update the forward-looking information contained in this press release.

CONTACT

Sangamo BioSciences, Inc.

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