

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Yi Kathy</u>  (Last) (First) (Middle) C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD.  (Street) RICHMOND CA 94804  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SANGAMO THERAPEUTICS, 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>EVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</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			
Common Stock	05/15/2019		M		5,000	A	\$4.55	30,512	D	
Common Stock	05/15/2019		S <sup>(1)</sup>		5,000	D	\$10	25,512 <sup>(2)</sup>	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
Stock Option (Right to Buy)	\$4.55	05/15/2019		M			5,000	(3)	02/27/2027	Common Stock	5,000	\$0.00	125,000	D	

**Explanation of Responses:**

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 14, 2017.
- Includes 4,833 shares subject to restricted stock units granted on January 24, 2018 that will vest in two (2) remaining equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such dates. Additionally, this amount includes 19,250 shares subject to restricted stock units granted on February 25, 2019 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such dates.
- One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from February 27, 2017, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

**Remarks:**

/s/ Denise Winn, Attorney-in-Fact for Kathy Yi 05/17/2019

\*\* 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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