

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>Macrae Sandy</u>  (Last) (First) (Middle) C/O SANGAMO THERAPEUTICS, INC. 7000 MARINA BLVD  (Street) BRISBANE CA 94005  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	01/24/2021		F		3,977 <sup>(1)</sup>	D	\$14.95	244,002 <sup>(2)(3)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of common stock underlying the portion of the restricted stock unit ("RSU") grant surrendered by the Reporting Person to the Issuer for tax withholding upon settlement of such RSU grant on January 24, 2021, using the Issuer's closing stock price on January 22, 2021 of \$14.95/share, pursuant to the terms of the Issuer's 2013 Stock Incentive Plan.
- Includes 6,523 shares common stock issued on January 24, 2021 upon settlement of Reporting Person's January 24, 2018 RSU grant. Additionally this amount includes: 42,168 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 2019, pursuant to the terms of the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP, as amended"); and
- 168,750 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on February 25, 2020 pursuant to the terms of the Issuer's Amended and Restated 2018 EIP, as amended. All such RSUs vest with respect to 1/3rd of the shares in each respective RSU grant in three equal annual installments over the three-year period measured from the dates of grant, subject to the Reporting Person's Continuous Service as defined in the 2018 EIP, as amended, through such dates and subject to acceleration as defined in the 2018 EIP, as amended.

**Remarks:**

/s/ Matthew Colvin, Attorney-in-Fact for Sandy Macrae 01/26/2021

\*\* 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.