

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div><u>Smith Karen L.</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O SANGAMO THERAPEUTICS, INC.</u></div> <div><u>7000 MARINA BLVD</u></div> <div>(Street)</div> <div><u>BRISBANE</u> <u>CA</u> <u>94405</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>SANGAMO THERAPEUTICS, INC [</u> <u>SGMO]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>02/25/2021</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	02/25/2021		A		8,200 ⁽¹⁾	A	\$0.00	25,700 ⁽²⁾	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$11.19	02/25/2021		A		16,400		(3)	02/24/2031	Common Stock	16,400	\$0.00	16,400	D	

Explanation of Responses:

1. Represents shares of common stock issuable upon settlement of restricted stock units ("RSUs"). The RSUs will fully vest on the first anniversary of the date of grant, subject to the Reporting Person's Continuous Service (as defined in the Issuer's Amended and Restated 2018 Equity Incentive Plan, as amended (the "2018 EIP, as amended")), through such date and subject to acceleration as provided in the 2018 EIP, as amended.
2. Includes: (a) 1,667 shares of common stock issuable upon settlement of RSUs granted to the Reporting Person on June 26, 2018 representing the final remaining vesting tranche from such RSU grant with such RSUs vesting on June 26, 2021; and (b) 10,000 shares of common stock issuable upon settlement of RSUs subject to Reporting Person's May 18, 2020 RSU grant that will fully vest on the earlier of (x) May 18, 2021 (the first anniversary of the date of grant) or (y) the day prior to the Issuer's 2021 annual stockholders meeting. The vesting of all such RSUs is 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.
3. Each option is immediately exercisable for all option shares, but shares purchased under the option are subject to certain repurchase rights by the Issuer upon cessation of the Reporting Person's Continuous Service (as defined in the 2018 EIP, as amended). The shares subject to the option vest in 12 successive equal monthly installments upon the Reporting Person's completion of each month of Continuous Service (as defined in the 2018 EIP, as amended) over the 12-month period measured from the grant date and subject to acceleration as provided in the 2018 EIP, as amended.

Remarks:

/s/ Matthew Colvin, Attorney-
in-Fact for Karen L. Smith

03/01/2021

** 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.