

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>ANDO DALE G</b><br><br>(Last) (First) (Middle)<br><b>C/O SANGAMO BIOSCIENCES INC.</b><br><b>POINT RICHMOND TECH CNTR, 501 CANAL BLVD</b><br><br>(Street)<br><b>RICHMOND CA 94804</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>SANGAMO BIOSCIENCES INC [ SGMO ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>VP, Therapeutic Dev. &amp; CMO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/26/2013</b>                  |  |
|  | 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                    | 07/26/2013                           |  | M                              |   | 10,000  | A          | \$3.61                   | 98,798 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 07/26/2013                           |  | M                              |   | 1,000   | A          | \$3.45                   | 99,798 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 07/26/2013                           |  | S <sup>(1)</sup>               |   | 11,000  | D          | \$10.0752 <sup>(3)</sup> | 88,798 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 07/26/2013                           |  | M                              |   | 2,000   | A          | \$5.19                   | 90,798 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 07/26/2013                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$10.1195 <sup>(4)</sup> | 88,798 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 07/26/2013                           |  | S <sup>(1)</sup>               |   | 2,000   | D          | \$10.121 <sup>(5)</sup>  | 86,798 <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 |
| Employee Stock Option (Right to Buy)       | \$3.61   | 07/26/2013                           |  | M                              |   |  | 10,000 | (6)  | 08/01/2014      | Common Stock  | 10,000                                     | \$0  | 40,000  | D  |       |
| Employee Stock Option (Right to Buy)       | \$3.45   | 07/26/2013                           |  | M                              |   |  | 1,000  | (6)  | 12/09/2018      | Common Stock  | 1,000                                      | \$0  | 199,000   | D  |       |
| Employee Stock Option (Right to Buy)       | \$5.19   | 07/26/2013                           |  | M                              |   |  | 2,000  | (6)  | 12/19/2014      | Common Stock  | 2,000                                      | \$0  | 23,000  | D  |       |

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on June 25, 2013.
- Includes 50,000 shares and 35,000 shares subject to restricted stock units granted on December 8, 2011 and December 6, 2012, respectively, which will be issued as such units vest in accordance with their terms.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.03 to \$10.29, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.03 to \$10.29, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.03 to \$10.29, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- All shares underlying this option are vested and immediately exercisable.

[fact](#)

\*\* 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.**