

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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 Estimated average burden  
 hours per response: 0.5

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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>Smith Karen L.</u>			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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	RICHMOND CA 94804							
(City)	(State)	(Zip)						

**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	06/10/2019		A		2,500 <sup>(1)</sup>	A	\$0.00	7,500 <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)	
						Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$9.38	06/10/2019		A	15,000	(3)	06/09/2029	Common Stock	15,000	\$0.00	15,000	D	

**Explanation of Responses:**

- Represents shares of common stock issuable upon settlement of restricted stock units ("RSUs"). The RSUs will fully vest on the earlier of (x) June 10, 2020 (the first anniversary of the date of grant) or (y) the day prior to the 2020 annual stockholders meeting, subject to the Reporting Person's continued service on the Issuer's Board of Directors through such date.
- Includes 5,000 shares of common stock issuable upon settlement of restricted stock units ("RSUs") granted to the Reporting Person on June 26, 2018. The RSUs will vest with respect to 1/3rd of the shares in three equal annual installments over the three-year period measured from the date of grant, subject to the Reporting Person's continued service on the Issuer's Board of Directors through such date.
- 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 service on the Board of the Directors of the Issuer. The shares subject to the option vest in 12 successive equal monthly installments upon the Reporting Person's completion of each month of Board service over the 12-month period measured from the grant date.

**Remarks:**

/s/ Denise Winn, Attorney-in-Fact for Karen L. Smith 06/12/2019

\*\* 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.

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.