

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Ichikawa David G</u>  (Last) (First) (Middle) C./O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR,501 CANAL BLVD.  (Street) RICHMOND CA 94804  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SANGAMO BIOSCIENCES INC [ SGMO ]	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) Senior VP, Bus. Dev.
	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008	
	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	05/20/2008		M		15,000	A	\$5.19	15,000	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.29	14,900	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,000	D	\$13.26	13,900	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.27	13,800	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.375	13,700	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		200	D	\$13.47	13,500	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		300	D	\$13.4	13,200	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		650	D	\$13.32	12,550	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.315	12,450	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,500	D	\$13.31	10,950	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.282	10,850	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		300	D	\$13.28	10,550	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		500	D	\$13.34	10,050	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,300	D	\$13.35	8,750	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		200	D	\$13.38	8,550	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,900	D	\$13.39	6,650	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		900	D	\$13.33	5,750	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		2,000	D	\$13.37	3,750	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,950	D	\$13.3	1,800	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		100	D	\$13.5	1,700	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		1,000	D	\$13.5	700	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		200	D	\$13.56	500	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		200	D	\$13.61	300	D	
Common Stock	05/20/2008		S <sup>(1)</sup>		300	D	\$13.76	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Code		6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A)	(D)								Date Exercisable
N.Q. Employee Stock Option (Right to Buy)	\$5.19	05/20/2008		M		15,000	(2) 12/19/2014	Common Stock	15,000	\$0	27,932	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 20, 2007.
- Options vest as follows: (i) 25% of the option shares on December 20, 2005, and (ii) the remaining shares vest in a series of successive monthly installments over the remaining 36 months thereafter.

/s/ David G. Ichikawa                      05/21/2008

\*\* 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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