

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LANPHIER EDWARD O II</u> (Last) (First) (Middle) <u>C/O SANGAMO BIOSCIENCES INC.</u> <u>POINT RICHMOND TECH CNTR, 501 CANAL BLVD</u> (Street) <u>RICHMOND CA 94804</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SANGAMO BIOSCIENCES 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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2016</u>	
	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 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	06/13/2016		F		9,395 ⁽¹⁾	D	\$6.23	223,938 ⁽²⁾	D	
Common Stock	06/13/2016		F		15,658 ⁽¹⁾	D	\$6.23	208,280 ⁽²⁾	D	
Common Stock	06/13/2016		F		21,741 ⁽¹⁾	D	\$6.23	186,539 ⁽²⁾	D	
Common Stock	06/13/2016		F		21,741 ⁽¹⁾	D	\$6.23	164,798 ⁽²⁾	D	
Common Stock	06/13/2016		F		16,107 ⁽¹⁾	D	\$6.23	148,691 ⁽²⁾	D	
Common Stock								1,233,094	I	By Trust ⁽³⁾
Common Stock	03/11/2016		G		8,000	D	\$0.00	1,225,094	I	By Trust ⁽³⁾
Common Stock	06/07/2016		G		50,000	D	\$0.00	1,175,094	I	By Trust ⁽³⁾

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)		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)					

Explanation of Responses:

- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs. As disclosed in the Form 8-K filed by the Issuer on June 1, 2016, Mr. Lanphier retired his position as President and Chief Executive Officer, and the vesting and issuance of the RSUs reported herein were a part of Mr. Lanphier's severance payment under his employment agreement.
- Include 41,666 shares subject to restricted stock units granted on December 8, 2015 that will be issued as such units vest in accordance with their terms.
- These shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust U/T/A August 30, 2002, Edward O. Lanphier II and Cameron M. Lanphier, Trustees.

/s/ Florence Tam, attorney-in-fact 06/14/2016

** 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.