

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DILLY STEPHEN GEORGE</u> (Last) (First) (Middle) <u>C/O SANGAMO THERAPEUTICS, INC.</u> <u>7000 MARINA BLVD.</u> (Street) <u>BRISBANE CA 94005</u> (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2020</u>	
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	03/19/2020		M		35,000	A	\$5.42	40,000 ⁽¹⁾	D	
Common Stock	03/19/2020		s ⁽²⁾		35,000	D	\$6 ⁽³⁾	5,000	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
Stock Option (Right-to-Buy)	\$5.42	03/19/2020		M			35,000	(4)	03/30/2020	Common Stock	35,000	\$0.00	0	D	

Explanation of Responses:

- Includes 2,500 shares of common stock subject to restricted stock units ("RSUs") granted on June 10, 2019. 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 Issuer's 2020 annual stockholders meeting, subject to the Reporting Person's continued service on the Issuer's Board of Directors through such dates.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 15, 2019.
- The price reported is a weighted average price. The shares were sold at prices ranging from \$6.00 to \$6.02. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The option was immediately exercisable for all option shares, but shares purchased under the option were subject to certain repurchase rights by the Issuer upon the cessation of the Reporting Person's service on the Board of Directors of the Issuer. The shares subject to each option vested in monthly installments upon completion of each month of Board service over a three year period measured from the date of grant.

Remarks:

/s/ Matthew Colvin, Attorney-in-Fact for Stephen G. Dilly 03/20/2020

** 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.