

**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) 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 <u>SANGAMO BIOSCIENCES INC [ SGMO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; Chief Exec Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2007	
	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 <input type="checkbox"/> 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	12/17/2007		s <sup>(1)</sup>		25,000 <sup>(2)</sup>	D	\$13.13 <sup>(2)(3)</sup>	1,644,492	I	By Trust <sup>(4)</sup>
Common Stock								200,000	D	
Common Stock								100,000	I	By Trust for Son <sup>(5)</sup>
Common Stock								100,000	I	By Trust for Daughter <sup>(5)</sup>
Common Stock								100,000	I	By Trust for Daughter <sup>(5)</sup>
Common Stock								100,000	I	By Trust for Daughter <sup>(5)</sup>

**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					

**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 July 28, 2006.
- Represents the average price of sales in which the Reporting Person sold an aggregate of 25,000 shares at the following prices: 1,000 shares at \$12.74; 100 shares at \$12.75; 600 shares at \$12.76; 400 shares at \$12.77; 200 shares at \$12.78; 300 shares at \$12.79; 1,300 shares at \$12.80; 600 shares at \$12.81; 100 shares at \$12.82; 100 shares at \$12.84; 300 shares at \$12.85; 100 shares at \$13.00; 400 shares at \$13.01; 400 shares at \$13.03; 500 shares at \$13.04; 400 shares at \$13.05; 500 shares at \$13.06; 700 shares at \$13.07; 1,500 shares at \$13.08; 600 shares at \$13.09; 200 shares at \$13.10; 100 shares at \$13.11; 100 shares at \$13.12; 1,000 shares at \$13.13; 200 shares at \$13.14; 600 shares at \$13.15; 100 shares at \$13.16; 100 shares at \$13.18; 200 shares at \$13.20; 400 shares at \$13.23; 300 shares at \$13.24; 1,510 shares at \$13.25; 90 shares at \$13.27; 800 shares at \$13.285; 1,800 shares at \$13.29; 400 shares at \$13.295; 1,900 shares at \$13.30; (continue on footnote 3).
- 2,800 shares at \$13.31; 2,100 shares at \$13.32; and 200 shares at \$13.33.
- 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.
- The Reporting Person disclaims beneficial ownership of the shares held by each of his children and this report shall not be deemed to be an admission that Mr. Lanphier is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**Remarks:**

/s/ Edward O. Lanphier, II      12/18/2007

\*\* 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.

