

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>LANPHIER EDWARD O II</u> (Last) (First) (Middle) <u>C/O SANGAMO BIOSCIENCES INC.,</u> <u>POINT RICHMOND TECH CNTR, 501 CANAL</u> <u>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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">President & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2014</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	12/11/2014		A		125,000 ⁽¹⁾	A	\$0.00	420,000 ⁽²⁾	D	
Common Stock	12/15/2014		F		96,533 ⁽³⁾	D	\$14.7382	323,467 ⁽²⁾	D	
Common Stock	12/15/2014		M		25,000	A	\$4.11	348,467 ⁽²⁾	D	
Common Stock	12/15/2014		s ⁽⁵⁾		9,000	D	\$16.4706 ⁽⁴⁾	339,467 ⁽²⁾	D	
Common Stock	12/15/2014		s ⁽⁵⁾		16,000	D	\$14.7923 ⁽⁶⁾	323,467 ⁽²⁾	D	
Common Stock								1,516,054	I	By Trust ⁽⁷⁾

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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.07	12/11/2014		A		250,000		(8)	12/10/2024	Common Stock	250,000	\$0.00	250,000	D	
Employee Stock Option (Right to Buy)	\$4.11	12/15/2014		M		25,000		(9)	12/11/2015	Common Stock	25,000	\$0.00	0	D	

Explanation of Responses:

- Shares subject to restricted stock units ("RSUs"), which will vest in a series of three successive equal annual installments upon the Reporting Person's completion of each year of service over the three year period from the grant date.
- Includes 60,000 and 50,000 shares subject to RSUs granted on December 6, 2012 and December 12, 2013, respectively, that will be issued as such units vest in accordance with their terms.
- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.41 to \$16.56, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 20, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.73 to \$15.01, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- 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 stock option vests and becomes exercisable for 25% of the shares upon the Reporting Person's completion of one year of service measured from the grant date, and the balance of the shares will vest and become exercisable in 36 successive equal monthly installments upon his completion of each additional month of service thereafter.
- All shares underlying these options are vested and exercisable immediately and such option will expire on December 11, 2015.

Remarks:

/s/ Florence Tam, attorney-in-fact 12/15/2014

** 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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