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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 14, 2005

SANGAMO BIOSCIENCES, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

000-30171

68-0359556

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(Commission File Number)

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(IRS Employer Identification No.)

501 Canal Blvd, Suite A100

Richmond, California 94804

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(Address of Principal Executive Offices)

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(Zip Code)

(510) 970-6000

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01 OTHER EVENTS

On September 14, 2005, Sangamo BioSciences Inc. issued a press release announcing an expansion of its research collaboration with LifeScan, a Johnson & Johnson company (NYSE: JNJ), to use Sangamo's proprietary zinc finger DNA binding proteins (ZFPs) to develop therapeutic cell lines as a treatment for diabetes.

The press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.

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99.1 Press Release Issued September 14, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: September 14, 2005

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II

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Edward O. Lanphier II  
President, Chief Executive Officer

SANGAMO BIOSCIENCES ANNOUNCES SECOND EXPANSION OF RESEARCH COLLABORATION WITH  
LIFESCAN FOCUSED ON NOVEL DIABETES TREATMENTS

RICHMOND, Calif., Sept. 14 /PRNewswire-FirstCall/ -- Sangamo BioSciences, Inc. (Nasdaq: SGMO) announced today the second expansion of its research collaboration with LifeScan, Inc. to use Sangamo's proprietary zinc finger DNA binding proteins (ZFPs) to develop therapeutic cell lines as a treatment for diabetes. LifeScan, a Johnson & Johnson company (NYSE: JNJ), is a leading manufacturer of blood glucose meters. Under the agreement, Sangamo will receive expanded research funding from LifeScan through 2006.

"Our research collaboration with LifeScan illustrates the potential of our ZFP technology to play a key role in regenerative medicine approaches," said Edward Lanphier, Sangamo's president and chief executive officer. "We can design and engineer ZFP transcription factors (ZFP TFs) that specifically regulate the expression of genes that LifeScan has identified as critical for the development of potential cell therapeutics for the treatment of diabetes. Our initial collaboration has gone very well and we believe that LifeScan's decision to extend our agreement demonstrates their enthusiasm for our technology and its potential for developing novel therapeutics."

Proteins known as transcription factors are critical components for the expression of genes in all organisms. A transcription factor regulates gene expression by recognizing and binding to a specific DNA sequence associated with a particular gene and causing that gene to be activated or repressed. Activation or repression of a gene in a cell can have a specific effect on the cell's function that may be therapeutically useful.

Diabetes is a chronic disease in which the body does not make, or does not properly regulate the hormone insulin. Insulin helps the body to store and use the energy from sugar, starches and other foods. The result is that the body doesn't get the energy it needs, and unmetabolized sugar (glucose), builds up in the blood causing damage to the body and its systems. An estimated 18.2 million Americans, or about 3 percent of the U.S. population, have diabetes. Annually, 1.3 million new cases of diabetes are diagnosed among people 20 years or older in the United States.

About Sangamo BioSciences, Inc.

Sangamo BioSciences, Inc. is focused on the research and development of novel DNA-binding proteins for therapeutic gene regulation and modification. The most advanced ZFP Therapeutic(TM) development programs are currently in Phase I clinical trials for evaluation of safety in patients with diabetic neuropathy and peripheral artery disease. Other therapeutic development programs are focused on macular degeneration, ischemic heart disease, congestive heart failure, neuropathic pain, and infectious and monogenic diseases. Sangamo's core competencies enable the engineering of a class of DNA-binding proteins known as zinc finger DNA-binding proteins (ZFPs). By engineering ZFPs that recognize a specific DNA sequence Sangamo has created ZFP transcription factors (ZFP TF(TM)) that can control gene expression and, consequently, cell function. Sangamo is also developing sequence-specific ZFP Nucleases (ZFN(TM)) for therapeutic gene modification as a treatment for a variety of monogenic diseases, such as sickle cell anemia, and for infectious diseases, such as HIV. For more information about Sangamo, visit the company's web site at [www.sangamo.com](http://www.sangamo.com).

This press release may contain forward-looking statements based on Sangamo's current expectations. These forward-looking statements include, without limitation, references to the research and development of novel ZFP TFs and ZFNs and therapeutic applications of Sangamo's ZFP technology platform. Actual results may differ materially from these forward-looking statements due to a number of factors, including technological challenges, Sangamo's ability to develop commercially viable products and technological developments by our competitors. See the company's SEC filings, and in particular, the risk factors described in the company's Annual Report on Form 10-K and its most recent 10-Q. Sangamo BioSciences, Inc. assumes no obligation to update the forward-looking information contained in this press release.

SOURCE Sangamo BioSciences, Inc.

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McClellan, Inc., for Sangamo BioSciences, Inc./  
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