

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

SANGAMO BIOSCIENCES, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

68-0359556

-----  
(State of Incorporation or  
Organization)

-----  
(I.R.S. Employer  
Identification No.)

501 CANAL BOULEVARD, SUITE A200, RICHMOND, CA

94804

-----  
(Address of principal executive offices)

-----  
(Zip Code)

If this form relates to the  
registration of a class of  
securities pursuant to  
Section 12(b) of the Exchange  
Act and is effective pursuant  
to General Instruction A.(c),  
please check the following  
box. [ ]

If this form relates to the  
registration of a class of  
securities pursuant to  
Section 12(g) of the Exchange  
Act and is effective pursuant  
to General Instruction A.(d),  
please check the following  
box. [X]

Securities Act registration statement file number to which this form relates:  
333-30134

-----  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK, \$0.01 PAR VALUE

-----  
(Title of Class)

-----  
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.  
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Incorporated herein by reference to the Description of Capital Stock section of the Company's Registration Statement on Form S-1 (File No. 333-30134) (the "Registration Statement"), as originally filed on February 11, 2000, or as subsequently amended.

Item 2. Exhibits.  
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Exhibit  
Number                      Description  
- - - - -                      - - - - -

- 3.1            Amended and Restated Certificate of Incorporation of the Registrant, as filed with the Delaware Secretary of State is incorporated herein by reference to Exhibit 3.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-30134).
- 3.2            Amended and Restated Bylaws of the Registrant are incorporated herein by reference to Exhibit 3.2 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-30134).
- 4.1            Form of Registrant's Specimen Common Stock Certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, there-to duly authorized.

SANGAMO BIOSCIENCES, INC.

Date: March 29, 2000

By: /s/ Shawn K. Johnson  
-----  
Shawn K. Johnson  
Director of Finance

## EXHIBIT INDEX

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4.1	Form of Registrant's Specimen Common Stock Certificate.

SANGAMO BIOSCIENCES, INC.

INCORPORATED IN THE STATE OF DELAWARE

COMMON SHARES

COMMON SHARES

THIS CERTIFICATE IS TRANSFERABLE  
IN BOSTON, MA AND NEW YORK, NY

CUSIP 80677 10 6  
SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that

is the recordholder of

FULLY PAID AND NONASSESSABLE SHARES OF THE COMMON STOCK,  
PAR VALUE \$0.01 PER SHARE of

Sangamo BioSciences, Inc. transferable on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

/s/ Shawn Johnson  
Secretary

/s/ Edward O. Lanphier  
President and Chief Executive Officer

Countersigned and Registered  
EQUISERVE TRUST COMPANY, N.A.

By: [illegible]  
-----  
Authorized Signature

SANGAMO BIOSCIENCES, INC.

Upon request the Corporation will furnish any holder of shares of Common Stock of the Corporation, without charge, with a full statement of the powers, designations, preferences, and relative, participating, optional or other special rights of any class or series of capital stock of this Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common
TEN ENT -- as tenants by the entireties
JT TEN -- as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT -- Custodian
(cust) (minor)
under Uniform Gift to Minor Act
(state)

Additional abbreviations may also be used although not in the above item.

For Value received, hereby sell, assign and transfer unto
PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE THE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

Shares

of Common Stock represented by the within Certificate, and to hereby irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated

In presence of

X

X THE SIGNATURE TO THE ASSIGNMENT MUST CORRESPOND WITH THE NAME AS

NOTICE: WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANK, STOCKBROKER, SAVINGS AND LOAN ASSOCIATION AND CREDIT UNION WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO SEC RULE 17 AND 18.