

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>RA CAPITAL MANAGEMENT, LLC</u> (Last) (First) (Middle) <u>20 PARK PLAZA, SUITE 1200</u> (Street) <u>BOSTON MA 02116</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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2014</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	04/03/2014		P		195,126	A	\$16.6149	4,262,326	D ⁽¹⁾	
Common Stock	04/04/2014		P		179,031	A	\$15.3812	4,441,357	D ⁽¹⁾	
Common Stock	04/07/2014		P		33,667	A	\$15.4249	4,475,024	D ⁽¹⁾	
Common Stock	04/08/2014		P		121,876	A	\$15.4934	4,596,900	D ⁽¹⁾	
Common Stock	04/09/2014		S		69,856	D	\$16.2681	4,527,044	D ⁽¹⁾	
Common Stock	04/10/2014		P		83,000	A	\$14.9077	4,610,044	D ⁽¹⁾	
Common Stock	04/10/2014		S		3,403	D	\$15.6702	4,606,641	D ⁽¹⁾	
Common Stock	04/11/2014		P		83,000	A	\$14.48	4,689,641	D ⁽¹⁾	
Common Stock	04/11/2014		P		33,992	A	\$14.4875	4,723,633	D ⁽¹⁾	
Common Stock	04/14/2014		S		3,055	D	\$14.7841	4,720,578	D ⁽¹⁾	
Common Stock	04/15/2014		P		1,079	A	\$13.1008	4,721,657	D ⁽¹⁾	
Common Stock	04/15/2014		P		20,750	A	\$13.16	4,742,407	D ⁽¹⁾	
Common Stock	04/16/2014		S		21,829	D	\$14.094	4,720,578	D ⁽¹⁾	
Common Stock	04/17/2014		P		41,500	A	\$14.0231	4,762,078	D ⁽¹⁾	
Common Stock	04/22/2014		S		39,591	D	\$14.7031	4,722,487	D ⁽¹⁾	
Common Stock	04/22/2014		S		43,409	D	\$14.8623	4,679,078	D ⁽¹⁾	
Common Stock	04/22/2014		S		166,000	D	\$14.8623	4,513,078	D ⁽¹⁾	
Common Stock	04/22/2014		S		62,250	D	\$14.875	4,450,828	D ⁽¹⁾	
Common Stock	04/22/2014		S		41,500	D	\$15.0159	4,409,328	D ⁽¹⁾	
Common Stock	04/25/2014		P		166,000	A	\$13.6312	4,575,328	D ⁽¹⁾	
Common Stock	04/28/2014		P		74,844	A	\$13.2945	4,650,172	D ⁽¹⁾	
Common Stock	04/30/2014		P		51,211	A	\$13.285	4,701,383	D ⁽¹⁾	
Common Stock	04/30/2014		P		73,289	A	\$13.5674	4,774,672	D ⁽¹⁾	
Common Stock	05/07/2014		P		6,998	A	\$11.71	4,781,670	D ⁽¹⁾	
Common Stock	05/07/2014		P		40,566	A	\$11.735	4,822,236	D ⁽¹⁾	

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)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	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 Underlying 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)
(Instr. 3)	Price of Derivative Security	Reporting Person*	(Month/Day/Year)	(Instr. 4)	(Instr. 6)	Underlying Security (Instr. 3 and 4)	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
1. Name and Address of Reporting Person*										
RA CAPITAL MANAGEMENT, LLC										
(Last)	(First)	(Middle)								
20 PARK PLAZA, SUITE 1200										
(Street)			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
BOSTON	MA	02116								
(City)	(State)	(Zip)								

1. Name and Address of Reporting Person*

[RA Capital Healthcare Fund LP](#)

(Last) (First) (Middle)

[C/O RA CAPITAL MANAGEMENT, LLC](#)

[20 PARK PLAZA, SUITE 1200](#)

(Street)

[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Kolchinsky Peter](#)

(Last) (First) (Middle)

[C/O RA CAPITAL MANAGEMENT, LLC](#)

[20 PARK PLAZA, SUITE 1200](#)

(Street)

[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

Explanation of Responses:

1. The reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"), RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Col 5 of Table I and the number of options reported in Col 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the time of the last transaction reported herein.

[/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC](#) [02/18/2015](#)

[/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.](#) [02/18/2015](#)

[/s/ Peter Kolchinsky, individually.](#) [02/18/2015](#)

** 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.