

LANPHIER EDWARD O II
Form 4
August 31, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANPHIER EDWARD O II

2. Issuer Name and Ticker or Trading Symbol
SANGAMO BIOSCIENCES INC
[SGMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & Chief Ex Officer

C/O SANGAMO BIOSCIENCES, INC. STE: 100A, POINT RICHMOND TECH CNTR, 501 CANAL BL

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, CA 94804

(City) (State) (Zip)

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	08/31/2006		S ⁽¹⁾	200 D \$ 5.61	2,149,292	I	By Trust ⁽²⁾
Common Stock	08/31/2006		S ⁽¹⁾	700 D \$ 5.6	214,592	I	By Trust ⁽²⁾
Common Stock	08/31/2006		S ⁽¹⁾	100 D \$ 5.56	2,148,492	I	By Trust ⁽²⁾
Common Stock	08/31/2006		S ⁽¹⁾	1,300 D \$ 5.55	2,147,192	I	By Trust ⁽²⁾

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Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	100	D	\$ 5.52	2,147,092	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	100	D	\$ 5.51	2,146,992	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	7,600	D	\$ 5.5	2,139,392	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	1,500	D	\$ 5.48	2,137,892	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	3,500	D	\$ 5.45	2,134,392	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	200	D	\$ 5.44	2,134,192	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	5,500	D	\$ 5.42	2,128,692	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	500	D	\$ 5.41	2,128,192	I	By Trust <u>(2)</u>
Common Stock	08/31/2006	<u>S</u> ⁽¹⁾	3,700	D	\$ 5.4	2,124,492	I	By Trust <u>(2)</u>
Common Stock						200,000	D	
Common Stock						100,000	I	By Trust for Daughter <u>(3)</u>
Common Stock						100,000	I	By Trust for Daughter <u>(3)</u>
Common Stock						100,000	I	By Trust for Daughter <u>(3)</u>
Common Stock						100,000	I	By Trust for Daughter <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES, INC. STE: 100A POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CA 94804	X		Pres & Chief Ex Officer	

Signatures

/s/Edward O. Lanphier, II 08/31/2006

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 5, 2006.
- (2) 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.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.