

SANGAMO BIOSCIENCES INC  
 Form 4  
 December 13, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Gregory Philip D

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice President, Research & CSO

(Last) (First) (Middle)  
 C/O SANGAMO BIOSCIENCES INC., POINT RICHMOND TECH CNTR, 501 CANAL BLVD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2013

RICHMOND, CA 94804  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
| Common Stock                    | 12/12/2013                           |                                                    | A                              | 35,000 <sup>(1)</sup>                                             | \$ 0                                                                                          | 125,000 <sup>(2)</sup>                                   | D                                          |
| Common Stock                    | 12/12/2013                           |                                                    | F                              | 15,653 <sup>(3)</sup>                                             | \$ 12.12                                                                                      | 109,347 <sup>(2)</sup>                                   | D                                          |

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

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SEC 1474  
 (9-02)

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 12.12                                               | 12/12/2013                           |                                                    | A                              | 70,000                                                                                  | <sup>(4)</sup> 12/11/2023                                | Common Stock 70,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                                |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                        | Other |
| Gregory Philip D<br>C/O SANGAMO BIOSCIENCES INC.<br>POINT RICHMOND TECH CNTR, 501 CANAL BLVD<br>RICHMOND, CA 94804 |               |           | Vice President, Research & CSO |       |

## Signatures

/s/ Florence Tam, 12/13/2013  
attorney-in-fact

\*\*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) 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.
  - (2) Includes 33,333 shares and 26,666 shares subject to RSUs granted on December 8, 2011 and December 6, 2012, respectively, which will be issued as such units vest in accordance with their terms.
  - (3) Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs.
  - (4) 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.

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.