

SANGAMO BIOSCIENCES INC  
 Form 4  
 March 25, 2014

**FORM 4**

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

OMB APPROVAL

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**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/21/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See Remarks

C/O SANGAMO BIOSCIENCES INC., POINT RICHMOND TECH CNTR, 501 CANAL BLVD

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	03/21/2014		M		1,791	A	\$ 4.11	111,138 <sup>(1)</sup>	D
Common Stock	03/21/2014		M		3,000	A	\$ 6.82	114,138 <sup>(1)</sup>	D
Common Stock	03/21/2014		M		4,000	A	\$ 13.98	118,138 <sup>(1)</sup>	D
Common Stock	03/21/2014		M		1,209	A	\$ 3.45	119,347 <sup>(1)</sup>	D
	03/21/2014		M		5,000	A	\$ 5.35	124,347 <sup>(1)</sup>	D

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Common  
Stock

Common Stock	03/21/2014		<u>S</u> (2)	15,000	D	\$ 22.3842	109,347 <u>(1)</u>	D
						<u>(3)</u>		

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

**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 control number.**

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(9-02)

**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 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.11	03/21/2014		M	1,791	<u>(4)</u> 12/11/2015	Common Stock	1,791
Employee Stock Option (Right to Buy)	\$ 6.82	03/21/2014		M	3,000	<u>(4)</u> 12/12/2016	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 13.98	03/21/2014		M	4,000	<u>(4)</u> 12/11/2017	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 3.45	03/21/2014		M	1,209	<u>(4)</u> 12/09/2018	Common Stock	1,209

