#### SANGAMO BIOSCIENCES INC

Form 4 June 15, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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)	X Director 10% Owner Officer (give title Other (specify			
C/O SANGAMO BIOSCIENCES	06/13/2016	below) below)			
INC., POINT RICHMOND TECH					
CNTP 501 CANAL RIVD					

CNTR, 501 CANAL BLVD

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

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ 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. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	06/13/2016		F	9,395 (1)	D	\$ 6.23	223,938 (2)	D		
Common Stock	06/13/2016		F	15,658 (1)	D	\$ 6.23	208,280 (2)	D		
Common Stock	06/13/2016		F	21,741 (1)	D	\$ 6.23	186,539 (2)	D		
Common Stock	06/13/2016		F	21,741 (1)	D	\$ 6.23	164,798 <u>(2)</u>	D		
	06/13/2016		F		D		148,691 <u>(2)</u>	D		

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Common Stock			16,107 (1)		\$ 6.23			
Common Stock						1,233,094	I	By Trust
Common Stock	03/11/2016	G	8,000	D	\$0	1,225,094	I	By Trust
Common Stock	06/07/2016	G	50,000	D	\$0	1,175,094	I	By Trust

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
				Code V	(A) (D)				Shares	
				Code v	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
•	Director	10% Owner	Officer	Other			

LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC. POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804

X

## **Signatures**

/s/ Florence Tam, attorney-in-fact 06/14/2016

\*\*Signature of Reporting Person Date

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## **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).
- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs. As disclosed in the Form 8-K filed by the Issuer on June 1, 2016, Mr. Lanphier retired his position as President and Chief Executive Officer, and the vesting and issuance of the RSUs reported herein were a part of Mr. Lanphier's severance payment under his employment agreement.
- (2) Include 41,666 shares subject to restricted stock units granted on December 8, 2015 that will be issued as such units vest in accordance with their terms.
- (3) 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.

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.