### LANPHIER EDWARD O II

Form 4

March 19, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

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

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

SANGAMO BIOSCIENCES INC

Symbol

[SGMO]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LANPHIER EDWARD O II

			_	-								
			3. Date of Earliest Transaction (Month/Day/Year) 03/17/2008					X Director 10% OwnerX Officer (give title Other (specify below)  Pres & Chief Ex Officer				
RICHMONI CANAL BL	D TECH CNT .VD.	R,501										
	(Street)		4. If Ame	ndment, Date Original				6. Individual or Joint/Group Filing(Check				
RICHMON	D, CA 94804	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	d of 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)		
Common Stock	03/17/2008			Code V $S_{\underline{(1)}}$	Amount 400	(D)	Price \$ 8.86	1,877,542	I	By Trust (2)		
Common Stock	03/17/2008			S <u>(1)</u>	200	D	\$ 8.87	1,877,342	I	By Trust (2)		
Common Stock	03/17/2008			S(1)	100	D	\$ 8.88	1,877,242	I	By Trust (2)		
Common Stock								200,000	D			

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Common Stock	100,000	I	By Trust for Son $(3)$
Common Stock	100,000	I	By Trust for Daughter
Common Stock	100,000	I	By Trust for Daughter
Common Stock	100,000	I	By Trust for Daughter (3)

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.

SEC 1474 (9-02)

> 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)

Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security  Note that the provided Heavy Securities (Instr. 4) Price of Derivative Security Security Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Derivative Securities (Instr. 5)  Note that the provided Heavy Securities (Instr. 5)  Date Expiration Date Expiration Provided Heavy Securities (Instr. 5)  Date Expiration Date Securities (Instr. 5)  Number of Shares	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
(Instr. 3) Price of Derivative Securities (Instr. 5) Derivative Security Securities (Instr. 5)  Securities (Instr. 5)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Of Exercisable Expiration Date Of Number of Securities (Instr. 5)  Amount Or Number of Securities (Instr. 5)  Amount Or Number of Securities (Instr. 5)  Securities (Instr. 5)  Amount Or Number of Securities (Instr. 5)  Amount Or Number of Securities (Instr. 5)	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		unt of	Derivative
Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount or Number of	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
Security  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount or Date Exercisable Date Date Date Date One Date Date Date One Date One Date Date One	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)
(A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount or Date Expiration Exercisable Date Title Number of		Derivative				Securities	3		(Instr	. 3 and 4)	
Disposed of (D) (Instr. 3, 4, and 5)  Amount or Date Expiration Exercisable Date Title Number of		Security				Acquired					
of (D) (Instr. 3, 4, and 5)  Amount  Date Expiration or Exercisable Date Title Number of		•				(A) or					
(Instr. 3, 4, and 5)  Amount  Date Expiration or  Exercisable Date Title Number of						Disposed					
Amount  Date Expiration Title Number of						of (D)					
Amount  Date Expiration Title Number of						(Instr. 3,					
Amount  Date Expiration or  Exercisable Date Of											
Date Expiration or Exercisable Date Title Number of											
Exercisable Date Expiration Title Number of										Amount	
Exercisable Date Title Number of							Date	Expiration			
of								•	Title		
Code V (A) (D) Shares							Lacioisdoic	Dute			
					Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topolong O mar 1 may / 1 mar 100	Director	10% Owner	Officer	Other		
LANPHIER EDWARD O II C./O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR,501 CANAL BLVD. RICHMOND, CA 94804	X		Pres & Chief Ex Officer			

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# **Signatures**

/s/ Edward O Lanphier, II 03/18/2008

\*\*Signature of Reporting

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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 July 28, 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) The 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.

#### **Remarks:**

Form 2 of 2

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.

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