### SANGAMO BIOSCIENCES INC

Form 4 April 17, 2008

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LANPHIER EDWARD O II Issuer Symbol SANGAMO BIOSCIENCES INC (Check all applicable) [SGMO] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C./O SANGAMO BIOSCIENCES 04/15/2008 Pres & Chief Ex Officer INC, STE A-100, POINT **RICHMOND TECH CNTR,501** CANAL BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting 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 Acor(A) or Disposed (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	04/15/2008		S <u>(1)</u>	600	D	\$ 11.6	1,853,942	I	By Trust		
Common Stock	04/15/2008		S <u>(1)</u>	500	D	\$ 11.61	1,853,442	I	By Trust		
Common Stock	04/15/2008		S <u>(1)</u>	300	D	\$ 11.62	1,853,142	I	By Trust		
Common Stock	04/15/2008		S(1)	200	D	\$ 11.63	1,852,942	I	By Trust		

**OMB APPROVAL** 

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Common Stock	04/15/2008	S <u>(1)</u>	300	D	\$ 11.65	1,852,642	I	By Trust
Common Stock	04/15/2008	S <u>(1)</u>	400	D	\$ 11.66	1,852,242	I	By Trust
Common Stock						200,000	D	
Common Stock						100,000	I	By Trust for Son (3)
Common Stock						100,000	I	By Trust for Daughter (3)
Common Stock						100,000	I	By Trust for Daughter (3)
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.

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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. Transa Code (Instr.	ctio	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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

## **Signatures**

/s/ Edward O Lanphier, II

04/17/2008

\*\*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 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:**

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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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