

LANPHIER EDWARD O II  
Form 4  
December 16, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
12/16/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

C/O SANGAMO BIOSCIENCES  
INC, STE A-100, POINT  
RICHMOND TECH CNTR, 501  
CANAL BL.

(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	12/16/2005		G <sup>(1)</sup>	V	5,000	D	\$ 0 2,222,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V	5,000	D	\$ 0 2,217,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V	5,000	D	\$ 0 2,212,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V	5,000	D	\$ 0 2,207,992	I	By Trust <sup>(2)</sup>

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Common Stock	12/16/2005	G <sup>(1)</sup>	V	7,000	D	\$ 0	2,200,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	2,000	D	\$ 0	2,198,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	2,000	D	\$ 0	2,196,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G	V	1,000	D	\$ 0	2,195,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	7,000	D	\$ 0	2,188,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,187,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	500	D	\$ 0	2,187,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	3,000	D	\$ 0	2,184,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	3,000	D	\$ 0	2,181,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,180,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,179,492	I	By Trust <sup>(2)</sup>
Common Stock							100,000	I	By Trust for Son <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							200,000	D	

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

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(9-02)

number.

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## 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 BL. RICHMOND, CA 94804	X		President & CEO	

## Signatures

/s/ Edward O. Lanphier II  
12/16/2005

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 transferred as a bona fide gift without consideration.
- (2) Shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust.
- (3) 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.

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.