LANPHIER EDWARD O II

Form 5

January 18, 2007

FORM 5

OMB APPROVAL

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

3235-0362 er: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

es: 2005 Estimated average burden hours per 1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * LANPHIER EDWARD O II			2. Issuer Name and Ticker or Trading Symbol SANGAMO BIOSCIENCES INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	[SGMO]						
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	X Director 10% Owner X Officer (give title Other (specify below) President & CEO			
C/O SANGA	MOBIOSC	CIENCES		r resident & CEO			

INC. STE: 100A, POINT RICHMOND TECH CNTR, 501 **CANAL BL**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

RICHMOND, CAÂ 94804

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State) 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)	(A) or Di (D) (Instr. 3,	(Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/26/2006	Â	G <u>(1)</u>	10,000	` '		\$ 0	I	By Trust
Common Stock	05/26/2006	Â	G <u>(1)</u>	10,000	D	\$0	\$ 0	I	By Trust
Common Stock	06/13/2006	Â	G <u>(1)</u>	500	D	\$0	\$ 0	I	By Trust

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Common Stock	06/15/2006	Â	G <u>(1)</u>	2,000	D	\$ 0	\$ 0	I	By Trust
Common Stock	11/29/2006	Â	G <u>(1)</u>	29,000	D	\$ 0	\$ 0	I	By Trust
Common Stock	11/29/2006	Â	G <u>(1)</u>	9,000	D	\$0	1,963,992	I	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	200,000	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Son (3)
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Daughter (3)
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Daughter (3)
Common Stock	Â	Â	Â	Â	Â	Â	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 2270 (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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I Is F i (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

LANPHIER EDWARD O II C/O SANGAMOBIOSCIENCES INC. STE: 100A POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CAÂ 94804

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President & CEO Â

Signatures

/s/ Edward O.Lanphier, II 01/18/2007

**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 shares were transferred as a bona fide gift without consideration.
- (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) 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 provided 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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