SANGAMO BIOSCIENCES INC

Form 4

January 17, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

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

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 * Ichikawa David G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SANGAMO BIOSCIENCES INC

[SGMO]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 01/15/2008

Director 10% Owner Other (specify X_ Officer (give title _

below)

Senior VP, Bus. Dev.

C/O SANGAMO BIOSCIENCES INC, STE A-100, POINT RICHMOND TECH 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

RICHMOND, CA 94804

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y 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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/15/2008		M	15,000	A	\$ 5.19	15,000	D	
Common Stock	01/15/2008		S <u>(1)</u>	1,000	D	\$ 13.22	14,000	D	
Common Stock	01/15/2008		S <u>(1)</u>	1,000	D	\$ 13.42	13,000	D	
Common Stock	01/15/2008		S <u>(1)</u>	2,000	D	\$ 13.4	11,000	D	

Edgar Filing: SANGAMO BIOSCIENCES INC - Form 4

Common Stock	01/15/2008	S(1)	400	D	\$ 12.84	10,600	D
Common Stock	01/15/2008	S(1)	900	D	\$ 12.85	9,700	D
Common Stock	01/15/2008	S(1)	100	D	\$ 12.86	9,600	D
Common Stock	01/15/2008	S(1)	1,600	D	\$ 12.88	8,000	D
Common Stock	01/15/2008	S(1)	200	D	\$ 12.83	7,800	D
Common Stock	01/15/2008	S(1)	909	D	\$ 12.81	6,891	D
Common Stock	01/15/2008	S(1)	1,091	D	\$ 12.89	5,800	D
Common Stock	01/15/2008	S(1)	1,800	D	\$ 12.75	4,000	D
Common Stock	01/15/2008	S(1)	1,000	D	\$ 12.76	3,000	D
Common Stock	01/15/2008	S(1)	2,000	D	\$ 12.78	1,000	D
Common Stock	01/15/2008	S(1)	1,000	D	\$ 13.01	0	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
										Amount
							Date	Expiration		or
							Exercisable	Date	Title	Number
				Code V	(A)	(D)	Exercisable	Duic		of Shares
N.Q. Employee	\$ 5.19	01/15/2008		M	15	5,000	(2)	12/19/2014	Common Stock	15,000

(9-02)

Stock Option (Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ichikawa David G C/O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804

Senior VP, Bus. Dev.

Signatures

/s/ David G. 01/16/2008 Ichikawa

**Signature of Date
Reporting Person

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 December 20, 2007
- Options vest as follows: (i) 25% of the option shares on December 20, 2005, and (ii) the remaining shares vest in a series of successive monthly installments over the remaining 36 months thereafter.

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.

Reporting Owners 3