

Herberts Curt A. III
 Form 4
 April 04, 2018

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 *
 Herberts Curt A. III

2. Issuer Name and Ticker or Trading Symbol
 SANGAMO THERAPEUTICS, INC
 [SGMO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr.VP & Chief Business Officer

(Last) (First) (Middle)
 C/O SANGAMO THERAPEUTICS, INC., POINT RICHMOND TECH CTR, 501 CANAL BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2018

(Street)
 RICHMOND, CA 94804

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/02/2018		M		715	A	\$ 9.41 15,340 D
Common Stock	04/02/2018		M		1,563	A	\$ 3.5 16,903 D
Common Stock	04/02/2018		S ⁽¹⁾		2,278	D	\$ 18.2984 14,625 ⁽³⁾ D
							⁽²⁾

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.41	04/02/2018		M	715	⁽⁴⁾ 12/07/2025	Common Stock	715
Stock Option (Right to Buy)	\$ 3.5	04/02/2018		M	1,563	⁽⁵⁾ 01/25/2027	Common Stock	1,563

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herberts Curt A. III C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD. RICHMOND, CA 94804			Sr.VP & Chief Business Officer	

Signatures

/s/ Denise Winn,
Attorney-in-Fact

04/04/2018

__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) All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 22, 2017.

(2) The price reported is a weighted average price. The shares were sold at prices ranging from \$18.069 to \$18.80 The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Includes (a) 8,375 shares subject to restricted stock units granted on January 24, 2018 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such date; and (b) 6,250 shares subject to restricted stock units granted on December 8, 2015 that will vest on December 8, 2018, subject to the Reporting Person's continued service with the Issuer through such date.

(4) One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the December 8, 2015 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

(5) One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the January 26, 2017 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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