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SANGAMO BIOSCIENCES INC  
Form 8-K  
May 26, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 24, 2005

SANGAMO BIOSCIENCES, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation)

000-30171

-----  
(Commission File Number)

68-0359556

-----  
(IRS Employer Identification No.)

501 Canal Blvd, Suite A100

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(Address of Principal Executive Offices)

Richmond, California 94804

-----  
(Zip Code)

(510) 970-6000

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;

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### APPOINTMENT OF PRINCIPAL OFFICERS.

Effective May 24, 2005, the Board of Directors of Sangamo BioSciences, Inc. (the "Company") appointed Steven J. Mento, Ph.D. to its Board of Directors. In addition, William Gerber, M.D. resigned from the Company's Audit Committee and Steven Mento, Ph.D. was appointed to serve on the Company's Audit Committee replacing Dr. Gerber.

On May 26, 2005, the Company issued a press release announcing the appointment of Dr. Mento to the Board of Directors. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.

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99.1                      Press Release Issued May 26, 2005.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: May 26, 2005

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II

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Edward O. Lanphier II  
President, Chief Executive Officer