SANGAMO BIOSCIENCES INC

Form 4 April 17, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

LANPHIER EDWARD O II			Symbol SANGAMO BIOSCIENCES INC [SGMO]				Issuer (Check all applicable)			
(Last) (First) (Middle) C/O SANGAMO BIOSCIENCES INC.,, POINT RICHMOND TECH CNTR, 501 CANAL BLVD			3. Date of Earliest Transaction (Month/Day/Year) 04/15/2014				X Director 10% OwnerX Officer (give title Other (specify below) President & CEO			
			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			
						P	Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securition Dispose (Instr. 3, 4) Amount	ed of	Price	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)	
Common Stock	04/15/2014		S <u>(1)</u>	25,000	D	\$ 14.2005 (2)	1,566,054	I	By Trust	
Common Stock							295,000 (3)	D		
Common Stock							100,000	I	By Trust for Daughter (5)	

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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	2.	3. Transaction Date	3A. Deemed	4.	:	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	e		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	. 3 and 4)	
	Security				1	Acquired					
	·				((A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						.,					
										Amount	
							Date	Expiration		or	
							Exercisable	•	Title	itle Number	
						Exercisable	Date		of		
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the remaining	Director	10% Owner	Officer	Other		
LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC., POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804	X		President & CEO			

Signatures

/s/ Florence Tam, attorney-in-fact 04/17/2014

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 20, 2006, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.04 to \$14.35, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo
- (2) to \$14.35, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) Includes 100,000 shares, 120,000 shares, and 75,000 shares subject to restricted stock units granted on December 8, 2011, December 6, 2012, and December 12, 2013, respectively, that will be issued as such units vest in accordance with their terms.

Reporting Owners 2

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- (4) 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.
- (5) The Reporting Person disclaims beneficial ownership of the shares held by his child 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.