

SANGAMO BIOSCIENCES INC
 Form 4
 February 20, 2007

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 *
 LANPHIER EDWARD O II

(Last) (First) (Middle)

C/O SANGAMO BIOSCIENCES, INC. STE: 100A, POINT RICHMOND TECH CNTR, 501 CANAL BL

(Street)

RICHMOND, CA 94804

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres & Chief Ex Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 9,100 D \$ 7.95 | 1,929,892 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 9,400 D \$ 8 | 1,920,492 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 1,900 D \$ 8.06 | 1,918,592 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 100 D \$ 8.07 | 1,918,492 | I | By Trust ⁽²⁾ |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|---------|-----------|---|--------------------------------------|
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 500 | D | \$ 8.08 | 1,917,992 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 900 | D | \$ 8.09 | 1,917,092 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 2,100 | D | \$ 8.1 | 1,914,992 | I | By Trust ⁽²⁾ |
| Common Stock | 02/15/2007 | | S ⁽¹⁾ | 1,000 | D | \$ 8.11 | 1,913,992 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | | 200,000 | D | |
| Common Stock | | | | | | | 100,000 | I | By Trust for Son ⁽³⁾ |
| Common Stock | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |
| Common Stock | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |
| Common Stock | | | | | | | 100,000 | I | By Trust for Daughter ⁽³⁾ |

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

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(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) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES, INC. STE: 100A POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CA 94804 | X | | Pres & Chief Ex Officer | |

Signatures

/s/ Edward O.
Lanphier, II

02/20/2007

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 28, 2006.
 - (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 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.