

LANPHIER EDWARD O II
 Form 4
 March 07, 2008

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2008

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

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, CA 94804

(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)
Common Stock	03/05/2008		M ⁽⁴⁾	400,000 A	\$ 0.17 1,977,242	I ⁽²⁾	By Trust ⁽¹⁾
Common Stock	03/05/2008		S ⁽⁴⁾	10,000 D	\$ 12.67 1,967,242	I	By Trust ⁽¹⁾
Common Stock	03/05/2008		S ⁽⁴⁾	5,000 D	\$ 12.72 1,962,242	I	By Trust ⁽¹⁾
Common Stock	03/05/2008		S ⁽⁴⁾	5,000 D	\$ 12.77 1,957,242	I	By Trust ⁽¹⁾

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Common Stock	03/05/2008	<u>S</u> (4)	5,000	D	\$ 12.74	1,952,242	I	By Trust (1)
Common Stock	03/05/2008	<u>S</u> (4)	25,000	D	\$ 12.55	1,927,242	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	200	D	\$ 12.67	1,927,042	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	400	D	\$ 12.68	1,926,642	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	600	D	\$ 12.7	1,926,042	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	300	D	\$ 12.71	1,925,742	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	400	D	\$ 12.5	1,925,342	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	5,000	D	\$ 12.6	1,920,342	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	4,600	D	\$ 12.57	1,915,742	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	100	D	\$ 12.69	1,915,642	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	3,400	D	\$ 12.64	1,912,242	I	By Trust (1)
Common Stock	03/06/2008	<u>S</u> (4)	10,000	D	\$ 12.4	1,902,242	I	By Trust (1)
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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.17	03/05/2008		M ⁽⁴⁾	400,000	⁽⁵⁾ 05/06/2008	Common Stock 400,000

Reporting Owners

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

Signatures

/s/ Edward O Lanphier, II 03/07/2008

**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) 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 (the "Trust").
- (2) Immediately after exercising these options (the "Options"), the Reporting Person will transfer all 400,000 shares of Common Stock issued upon exercise of the Options to the Trust.
- (3) The 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.
- (4)

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The Options have an expiration date of May 6, 2008. The sales of shares reported herein were intended to provide funds to partially cover anticipated tax liabilities arising from the exercise of the Options. The exercise of Options and sales of shares reported herein were completed at a time and in a manner consistent with the Issuer's insider trading policy.

- (5) The Options vest and become exercisable for twenty five percent of the shares upon the optionee's completion of one year of service measured from the grant date and vest and become exercisable for the balance of the shares in thirty six successive equal monthly installments upon his or her completion of each additional month of service 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.