

LANPHIER EDWARD O II  
Form 4  
March 19, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
03/15/2007

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/15/2007                              |                                                             | S <sup>(1)</sup>                        | 1,782 D \$ 6.6                                                             | 1,912,210                                                                                                          | I                                                                    | By Trust <sup>(2)</sup>                                           |
| Common<br>Stock                       | 03/15/2007                              |                                                             | S <sup>(1)</sup>                        | 2,372 D \$ 6.62                                                            | 1,909,838                                                                                                          | I                                                                    | By Trust <sup>(2)</sup>                                           |
| Common<br>Stock                       | 03/15/2007                              |                                                             | S <sup>(1)</sup>                        | 1,521 D \$ 6.63                                                            | 1,908,317                                                                                                          | I                                                                    | By Trust <sup>(2)</sup>                                           |
| Common<br>Stock                       | 03/15/2007                              |                                                             | S <sup>(1)</sup>                        | 6,944 D \$ 6.65                                                            | 1,901,373                                                                                                          | I                                                                    | By Trust <sup>(2)</sup>                                           |

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|              |            |                  |       |   |         |           |   |                                      |
|--------------|------------|------------------|-------|---|---------|-----------|---|--------------------------------------|
| Common Stock | 03/15/2007 | S <sup>(1)</sup> | 3,551 | D | \$ 6.69 | 1,897,822 | I | By Trust <sup>(2)</sup>              |
| Common Stock | 03/15/2007 | S <sup>(1)</sup> | 7,330 | D | \$ 6.7  | 1,890,492 | I | By Trust <sup>(2)</sup>              |
| Common Stock | 03/15/2007 | S <sup>(1)</sup> | 1,500 | D | \$ 6.71 | 1,888,992 | I | By Trust <sup>(2)</sup>              |
| Common Stock |            |                  |       |   |         | 200,000   | D |                                      |
| Common Stock |            |                  |       |   |         | 100,000   | I | By Trust for Son <sup>(3)</sup>      |
| Common Stock |            |                  |       |   |         | 100,000   | I | By Trust for Daughter <sup>(3)</sup> |
| Common Stock |            |                  |       |   |         | 100,000   | I | By Trust for Daughter <sup>(3)</sup> |
| Common Stock |            |                  |       |   |         | 100,000   | I | By Trust for Daughter <sup>(3)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                |

## Reporting Owners

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

## Signatures

/s/ Edward O.

Lanphier, II

03/19/2007

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.

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