SANGAMO BIOSCIENCES INC

Form 5

January 16, 2015

OMB APPROVAL FORM 5 **OMB**

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions

(Last)

30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LANPHIER EDWARD O II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Reported

SANGAMO BIOSCIENCES INC

(Check all applicable)

[SGMO]

(Middle)

3. Statement for Issuer's Fiscal Year Ended

X Director 10% Owner _X_ Officer (give title _ Other (specify

(Month/Day/Year) 12/31/2014

below) below) President & CEO

C/O SANGAMO BIOSCIENCES INC., Â POINT RICHMOND TECH CNTR, 501 CANAL BLVD

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND, CAÂ 94804

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Secu	rities	Acquir	ed, Disposed of	, or Beneficiall	y 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. Securitie (A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/16/2014	Â	G <u>(1)</u>	400,000	D	\$0	1,204,521 (2)	I	By Trust
Common Stock	12/10/2014	Â	G <u>(1)</u>	13,500	D	\$0	1,191,021 (2)	I	By Trust
Common Stock	12/15/2014	Â	G <u>(1)</u>	2,000	D	\$0	1,189,021 (2)	I	By Trust

Edgar Filing: SANGAMO BIOSCIENCES INC - Form 5

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.

SEC 2270 (9-02)

> of D

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 Exerc	cisable and	7. Title	and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	ative		Securiti	ies	(Instr. 5)
		Derivative			Securities				(Instr. 3	3 and 4)	
		Security				Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
									,	1	
										Amount	
							Date Exercisable	Expiration Date	or Title Numb of		
						(A) (D)					
						(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC. POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CAÂ 94804

ÂΧ

Â

President & CEO Â

Signatures

/S/ Florence Tam, Attorney-in-Fact 01/16/2015

**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 shares were transferred as a bona fide gift without consideration.
- (2) Includes 60,000, 50,000 shares and 125,000 subject to RSUs granted on December 6, 2012, December 12, 2013 and December 11, 2014, respectively, that will be issued as such units vest in accordance with their terms.
- (3) On December 16, 2014, the Reporting Person transferred 88,467 shares directly held by him to 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 ("Lanphier Trust").
- (4) These shares are held in the Lanphier Trust.

Reporting Owners 2

Edgar Filing: SANGAMO BIOSCIENCES INC - Form 5

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.