

SANGAMO BIOSCIENCES INC
Form 4
June 15, 2016

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

06/13/2016

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 06/13/2016 | | F | | 9,395 (1) \$ 6.23 | D | D |
| Common Stock | 06/13/2016 | | F | | 15,658 (1) \$ 6.23 | D | D |
| Common Stock | 06/13/2016 | | F | | 21,741 (1) \$ 6.23 | D | D |
| Common Stock | 06/13/2016 | | F | | 21,741 (1) \$ 6.23 | D | D |
| | 06/13/2016 | | F | | | D | D |
| | | | | | 148,691 (2) | | D |

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| | | | | | | | | | |
|-----------------|------------|--|----------------------|--------|---|-----------|-----------|------------------------|------------------------|
| Common Stock | | | 16,107 <u>(1)</u> | \$ | | | | 6.23 | |
| Common Stock | | | | | | 1,233,094 | I | By Trust <u>(3)</u> | |
| Common Stock | 03/11/2016 | | G | 8,000 | D | \$ 0 | 1,225,094 | I | By Trust <u>(3)</u> |
| Common Stock | 06/07/2016 | | G | 50,000 | D | \$ 0 | 1,175,094 | I | By Trust <u>(3)</u> |

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

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

Signatures

/s/ Florence Tam,
attorney-in-fact

06/14/2016

 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).

- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs. As disclosed in the Form 8-K filed by the Issuer on June 1, 2016, Mr. Lanphier retired his position as President and Chief Executive Officer, and the vesting and issuance of the RSUs reported herein were a part of Mr. Lanphier's severance payment under his employment agreement.
- (1)
 - (2) Include 41,666 shares subject to restricted stock units granted on December 8, 2015 that will be issued as such units vest in accordance with their terms.
 - (3) 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.

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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