

LANPHIER EDWARD O II
 Form 4
 December 12, 2011

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)
 12/08/2011

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

C/O SANGAMO BIOSCIENCES
 INC, PT 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	12/08/2011		A	(A) Amount 150,000 (1)	\$ 0 350,000	D	
Common Stock	06/01/2011		G	(A) Amount 15,000 (2)	\$ 0 1,610,742	I	By Trust (3)
Common stock					100,000	I	By Trust for Daughter (4)
Common					100,000	I	By Trust

Stock

for
Daughter
(4) (5)

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. 3 and 4)
				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
C/O SANGAMO BIOSCIENCES INC
PT RICHMOND TECH CNTR 501 CANAL BLVD
RICHMOND, CA 94804

X

President & CEO

Signatures

/s/ Edward O.
Lanphier, II

12/09/2011

**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) Shares subject to Restricted Stock Units, which will vest 33 1/3% after the completion of two years of service measured from the grant date and the remainder will vest after the completion of one year of service thereafter.

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- (2) These shares were transferred as a bona fide gift without consideration.
- (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.
- (4) The Reporting Person disclaims beneficial ownership of the shares held by 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.
- (5) The Reporting Person no longer has a reportable beneficial ownership interest in 100,000 shares of the Issuer's Common Stock owned by one of his daughters and included in the Reporting Person's prior ownership reports.

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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