

LANPHIER EDWARD O II
Form 5
January 31, 2006

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

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

(Last) (First) (Middle)

C/O SANGAMO BIOSCIENCES
INC. STE A-100,Â POINT
RICHMOND TECH CTR, 501
CANAL BL.

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

RICHMOND,Â CAÂ 94804

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 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	03/09/2005	Â	G ⁽¹⁾	1,000 D \$ 0	2,178,492	I	By Trust ⁽²⁾
Common Stock	05/17/2005	Â	G ⁽¹⁾	4,000 D \$ 0	2,174,492	I	By Trust ⁽²⁾
Common Stock	Â	Â	Â	Â Â Â	200,000	D	Â

Edgar Filing: LANPHIER EDWARD O II - Form 5

Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Son ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Daughter ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Daughter ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	100,000	I	By Trust for Daughter ⁽³⁾

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)

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. of
					(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. STE A-100 POINT RICHMOND TECH CTR, 501 CANAL BL. RICHMOND,Â CAÂ 94804	Â X	Â	Â President & CEO	Â

Signatures

/s/ Edward O.
Lanphier II

01/31/2006

__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 transferred as a bona fide gift without any consideration.
- (2) Shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust.
- (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 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.