

LANPHIER EDWARD O II

Form 4

December 19, 2006

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

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)

C/O SANGAMO BIOSCIENCES,
INC. STE: 100A, POINT
RICHMOND TECH CNTR, 501
CANAL BL

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres & Chief Ex Officer

RICHMOND, CA 94804

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

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2006		S ⁽¹⁾		12,295	D	\$ 6.5	2,037,297	I	By Trust ⁽²⁾
Common Stock	12/15/2006		S ⁽¹⁾		400	D	\$ 6.51	2,036,897	I	By Trust ⁽²⁾
Common Stock	12/15/2006		S ⁽¹⁾		5,200	D	\$ 6.52	2,031,697	I	By Trust ⁽²⁾
Common Stock	12/15/2006		S ⁽¹⁾		800	D	\$ 6.53	2,030,897	I	By Trust ⁽²⁾

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Common Stock	12/15/2006	<u>S</u> (1)	100	D	\$ 6.54	2,030,797	I	By Trust (2)
Common Stock	12/15/2006	<u>S</u> (1)	700	D	\$ 6.56	2,030,097	I	By Trust (2)
Common Stock	12/15/2006	<u>S</u> (1)	4,854	D	\$ 6.57	2,025,243	I	By Trust (2)
Common Stock	12/15/2006	<u>S</u> (1)	651	D	\$ 6.58	2,024,592	I	By Trust (2)
Common Stock						200,000	D	
Common Stock						100,000	I	By Trust for Son (3)
Common Stock						100,000	I	By Trust for Daughter (3)
Common Stock						100,000	I	By Trust for Daughter (3)
Common Stock						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.

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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
				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. STE: 100A POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CA 94804	X		Pres & Chief Ex Officer	

Signatures

/s/ Edward O.
Lanphier, II

12/19/2006

**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) 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. In addition, the shares reported as beneficially owned in column five reflect certain gifts made in 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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