

SANGAMO BIOSCIENCES INC
 Form 4
 November 19, 2007

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)
 11/15/2007

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

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

(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 Ownership (Instr. 4)
Common Stock	11/15/2007		S(1)	458 D \$ 14.6	1,694,034	I	By Trust (2)
Common Stock	11/15/2007		S(1)	900 D \$ 14.61	1,693,134	I	By Trust (2)
Common Stock	11/15/2007		S(1)	500 D \$ 14.63	1,692,634	I	By Trust (2)
Common Stock	11/15/2007		S(1)	600 D \$ 14.7	1,692,034	I	By Trust (2)

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Common Stock	11/15/2007	<u>S(1)</u>	200	D	\$ 14.71	1,691,834	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	1,173	D	\$ 14.72	1,690,661	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	563	D	\$ 14.73	1,690,098	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	300	D	\$ 14.75	1,689,798	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	400	D	\$ 14.77	1,689,398	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	200	D	\$ 14.78	1,689,198	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	600	D	\$ 14.8	1,688,598	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	500	D	\$ 14.81	1,688,098	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	100	D	\$ 14.82	1,687,998	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	100	D	\$ 14.83	1,687,898	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	300	D	\$ 14.84	1,687,598	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	2,100	D	\$ 14.85	1,685,498	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	1,900	D	\$ 14.86	1,683,598	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	200	D	\$ 14.865	1,683,398	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	900	D	\$ 14.87	1,682,498	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	1,000	D	\$ 14.88	1,681,498	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	600	D	\$ 14.89	1,680,898	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	900	D	\$ 14.9	1,679,998	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	500	D	\$ 14.91	1,679,498	I	By Trust (2)
Common Stock	11/15/2007	<u>S(1)</u>	700	D	\$ 14.92	1,678,798	I	By Trust (2)
	11/15/2007	<u>S(1)</u>	900	D	\$ 14.93	1,677,898	I	

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Common Stock									By Trust (2)
Common Stock	11/15/2007	S ⁽¹⁾	800	D	\$ 14.94	1,677,098	I		By Trust (2)
Common Stock	11/15/2007	S ⁽¹⁾	3,306	D	\$ 14.95	1,673,792	I		By Trust (2)
Common Stock	11/15/2007	S ⁽¹⁾	2,900	D	\$ 14.96	1,670,892	I		By Trust (2)
Common Stock	11/15/2007	S ⁽¹⁾	1,100	D	\$ 14.97	1,669,792	I		By Trust (2)
Common Stock	11/15/2007	S ⁽¹⁾	300	D	\$ 14.98	1,669,492 ⁽³⁾	I		By Trust (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 5)
				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

11/16/2007

__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.
- (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) The Reporting Person also owns 200,000 shares of common stock directly and 400,000 shares of common stock indirectly through a trust established for the benefit of his children.

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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