

SANGAMO BIOSCIENCES INC

Form 4

February 12, 2014

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wolff Henry Ward

(Last) (First) (Middle)

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

(Street)

RICHMOND, CA 94804

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Exec VP & CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/10/2014                              |                                                             | M                                    | 10,000                                                                  | A \$ 3.45 237,347 <sup>(1)</sup>                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/10/2014                              |                                                             | S <sup>(2)</sup>                     | 10,000                                                                  | D \$ 19.2638 227,347 <sup>(1)</sup>                                                                                | D                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | <sup>(3)</sup>                                                                                                     |                                                                         |                                                                   |

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  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.45                                                            | 02/10/2014                              |                                                             | M                                    |                                                                                                              | 10,000                                                         |     | <u>(4)</u>                                                          | 12/09/2018         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships                    |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                    | Director 10% Owner Officer Other |
| Wolff Henry Ward<br>C/O SANGAMO BIOSCIENCES INC.<br>POINT RICHMOND TECH CNTR, 501 CANAL BLVD<br>RICHMOND, CA 94804 | Exec VP & CFO                    |

## Signatures

/s/ Florence Tam,  
attorney-in-fact

02/12/2014

\_\_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).

- Includes 50,000 shares, 30,000 shares, and 35,000 shares subject to RSUs granted on December 8, 2011, December 6, 2012, and December 12, 2013, respectively, that will be issued as such units vest in accordance with their terms.
- All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 26, 2012.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19 to \$19.55, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- All shares underlying these options are vested and exercisable immediately.

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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