

SANGAMO BIOSCIENCES INC  
 Form 4  
 October 30, 2013

**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 \*  
 ANDO DALE G

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)  
 10/28/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Therapeutic Dev. & CMO

C/O SANGAMO BIOSCIENCES INC., POINT 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 10/28/2013                           |  | M                              | 10,000 A \$ 3.61  | 96,798 <sup>(2)</sup> <sup>(3)</sup>  | D  |  |
| Common Stock                    | 10/28/2013                           |  | M                              | 2,000 A \$ 3.45   | 98,798 <sup>(2)</sup> <sup>(3)</sup>  | D  |  |
| Common Stock                    | 10/28/2013                           |  | S <sup>(1)</sup>               | 12,000 D \$ 10.3853 <sup>(4)</sup>                                | 86,798 <sup>(2)</sup> <sup>(3)</sup>  | D  |  |
| Common Stock                    | 10/28/2013                           |  | M                              | 3,000 A \$ 5.19   | 89,798 <sup>(2)</sup> <sup>(3)</sup>  | D  |  |

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|              |            |  |                  |       |   |               |        |                               |   |
|--------------|------------|--|------------------|-------|---|---------------|--------|-------------------------------|---|
| Common Stock | 10/28/2013 |  | S <sup>(1)</sup> | 3,000 | D | \$<br>10.3853 | 86,798 | <sup>(2)</sup> <sup>(3)</sup> | D |
|              |            |  |                  |       |   | <u>(5)</u>    |        |                               |   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 3.61  | 10/28/2013                           |  | M                              | 10,000  | <sup>(6)</sup> 08/01/2014                                | Common Stock 10,000   |
| Employee Stock Option (Right to Buy)       | \$ 3.45  | 10/28/2013                           |  | M                              | 2,000   | <sup>(6)</sup> 12/09/2018                                | Common Stock 2,000  |
| Employee Stock Option (Right to Buy)       | \$ 5.19  | 10/28/2013                           |  | M                              | 3,000   | <sup>(6)</sup> 12/19/2014                                | Common Stock 3,000  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ANDO DALE G  
C/O SANGAMO BIOSCIENCES INC.  
POINT RICHMOND TECH CNTR, 501 CANAL

VP, Therapeutic Dev. &  
CMO

BLVD  
RICHMOND, CA 94804

## Signatures

/s/ Florence Tam,  
attorney-in-fact

10/30/2013

\_\_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 the Rule 10b5-1 trading plan adopted by the Reporting Person on June 25, 2013.
- (2) Includes 50,000 shares and 35,000 shares subject to restricted stock units granted on December 8, 2011 and December 6, 2012, respectively, which will be issued as such units vest in accordance with their terms.
- (3) Includes 2,000 shares acquired by the Reporting Person on April 30, 2013 under the Issuer's Employee Stock Purchase Plan.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.2 to \$10.59, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.21 to \$10.55, 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.
- (5) All shares underlying this option are vested and immediately exercisable.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space 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.