

ANDO DALE G
Form 4
December 28, 2012

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)
12/26/2012

____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/26/2012		S ⁽¹⁾		2,000	D	\$ 5.944 ⁽²⁾
Common Stock	12/26/2012		M		15,000	A	\$ 3.61 103,798 ⁽³⁾
Common Stock	12/26/2012		S ⁽¹⁾		15,000	D	\$ 5.922 88,798 ⁽³⁾ ⁽⁴⁾

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

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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	12/26/2012		M	15,000	<u>(5)</u> 08/01/2014	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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C/O SANGAMO BIOSCIENCES INC.
POINT RICHMOND TECH CNTR, 501 CANAL
BLVD
RICHMOND, CA 94804

VP, Therapeutic Dev. &
CMO

Signatures

/s/ Florence Tam, 12/27/2012
attorney-in-fact

**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 26, 2012, amended on September 12, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.9033 to \$5.9633, 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 the ranges set forth in footnotes (2) and (4) to this Form 4.

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- (3) Includes 35,000 shares subject to Restricted Stock Units, which will vest in a series of three successive equal annual installments upon the Reporting Person's completion of each year of service over the three year period from the grant date.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$5.8501 to \$5.97, 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 the ranges set forth in footnotes (2) and (4) to this Form 4.

- (5) All shares underlying this option are vested and immediately exercisable.

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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