

Gregory Philip D
Form 4
April 27, 2011

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 *
Gregory Philip D

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)
04/25/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CSO & Vice President, Research

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 or Price | | |
| Common Stock | 04/25/2011 | | M | | 4,209 A \$ 3 | 8,642 | D |
| Common Stock | 04/25/2011 | | M | | 10,791 A \$ 3.45 | 19,433 | D |
| Common Stock | 04/25/2011 | | S ⁽¹⁾ | | 1,648 D \$ 7.5 | 17,785 | D |
| Common Stock | 04/25/2011 | | S ⁽¹⁾ | | 985 D \$ 7.51 | 16,800 | D |
| | 04/25/2011 | | S ⁽¹⁾ | | 1,600 D \$ 7.52 | 15,200 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 90 | D | \$ 7.53 | 15,110 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 7,005 | D | \$ 7.54 | 8,105 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 200 | D | \$ 7.545 | 7,905 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 4,900 | D | \$ 7.55 | 3,005 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 800 | D | \$ 7.555 | 2,205 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 300 | D | \$ 7.5575 | 1,905 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 1,705 | D | \$ 7.56 | 200 | D |
| Common Stock | 04/25/2011 | S ⁽¹⁾ | 200 | D | \$ 7.59 | 0 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 3 | 04/25/2011 | | M | 4,209 | (2) | 08/08/2014 | Common Stock | 4,209 |
| Employee Stock | \$ 3.45 | 04/25/2011 | | M | 10,791 | (2) | 12/09/2018 | Common Stock | 10,791 |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gregory Philip D C/O SANGAMO BIOSCIENCES INC. POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804 | | | CSO & Vice President, Research | |

Signatures

/s/ Philip D.
Gregory

04/26/2011

**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 March 23, 2011.

(2) The stock option vests and becomes exercisable for 25% of the shares upon the optionee's completion of one year of service measured from the grant date and vest and become exercisable for the balance of the shares in 36 successive equal monthly installments upon his or her completion of each additional month of service thereafter.

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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