

SANGAMO BIOSCIENCES INC  
 Form 4  
 June 15, 2016

**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

(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)  
 06/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/13/2016		F		9,395 (1) \$ 6.23	D	
Common Stock	06/13/2016		F		15,658 (1) \$ 6.23	D	
Common Stock	06/13/2016		F		21,741 (1) \$ 6.23	D	
Common Stock	06/13/2016		F		21,741 (1) \$ 6.23	D	
	06/13/2016		F			D	
					148,691 (2)	D	

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Common Stock				16,107		\$			
				<u>(1)</u>		6.23			
Common Stock							1,233,094	I	By Trust <u>(3)</u>
Common Stock	03/11/2016		G	8,000	D	\$ 0	1,225,094	I	By Trust <u>(3)</u>
Common Stock	06/07/2016		G	50,000	D	\$ 0	1,175,094	I	By Trust <u>(3)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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.  
POINT RICHMOND TECH CNTR, 501 CANAL BLVD  
RICHMOND, CA 94804

X

## Signatures

/s/ Florence Tam,  
attorney-in-fact 06/14/2016

\_\_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).

- Represents shares withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting and issuance of RSUs. As disclosed in the Form 8-K filed by the Issuer on June 1, 2016, Mr. Lanphier retired his position as President and Chief Executive Officer, and the vesting and issuance of the RSUs reported herein were a part of Mr. Lanphier's severance payment under his employment agreement.
- (1)
  - (2) Include 41,666 shares subject to restricted stock units granted on December 8, 2015 that will be issued as such units vest in accordance with their terms.
  - (3) 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.

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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