

SANGAMO BIOSCIENCES INC  
 Form 3  
 December 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Herberts Curt A. III</p> <p>(Last) (First) (Middle)</p> <p>C/O SANGAMO BIOSCIENCES INC., Â POINT RICHMOND TECH CNTR. 501 CANAL BLVD</p> <p>(Street)</p> <p>RICHMOND, Â CA Â 94804</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/30/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SANGAMO BIOSCIENCES INC [SGMO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Senior VP &amp; CBO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 38,152 <sup>(1)</sup>                                    | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                                      | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |   |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Employee Stock Option (Right to Buy) | Â (2)            | 10/17/2020      | Common Stock        | 3,646                      | \$ 3.99                      | D   | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 08/31/2021      | Common Stock        | 5,000                      | \$ 5.12                      | D   | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 12/07/2021      | Common Stock        | 3,000                      | \$ 2.55                      | D   | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 12/05/2022      | Common Stock        | 16,146                     | \$ 5.41                      | D   | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 12/11/2023      | Common Stock        | 20,000                     | \$ 12.12                     | D   | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 12/10/2024      | Common Stock        | 20,000                     | \$ 14.07                     | D   | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 07/26/2025      | Common Stock        | 10,000                     | \$ 8.87                      | D   | Â |
| Employee Stock Option (Right to Buy) | Â (7)            | 12/07/2025      | Common Stock        | 37,500                     | \$ 9.41                      | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Herberts Curt A. III<br>C/O SANGAMO BIOSCIENCES INC.<br>POINT RICHMOND TECH CNTR. 501 CANAL BLVD<br>RICHMOND,Â CAÂ 94804 | Â             | Â         | Â Senior VP & CBO | Â     |

## Signatures

/s/ Florence Tam,  
Attorney-in-Fact

12/02/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Includes (i) 3,333 shares subject to restricted stock units granted on December 12, 2013 which will vest upon the Reporting Person's continued service with the Issuer through December 12, 2016, (ii) 6,666 shares subject to restricted stock units granted on December 11, 2014 which will vest in two (2) equal installments upon the Reporting Person's continued service with the Issuer through December 11, 2016 and December 11, 2017, and (iii) 18,750 shares subject to restricted stock units granted on December 8, 2015 which will vest in three (3) equal installments upon the Reporting Person's continued service with the Issuer during the three (3) year period measured from the grant date.

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- (2) The shares underlying the stock option are fully vested and exercisable.
- (3) The shares underlying the stock option will be fully vested and exercisable on December 5, 2016, provided that the Reporting Person remains in service with the Issuer through such vesting date.
- One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the December 12, 2013 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.
- (4)
- One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the December 11, 2014 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.
- (5)
- One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the July 27, 2015 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.
- (6)
- One-quarter (1/4) of the option shares will vest and become exercisable upon completion of one (1) year of service by the Reporting Person measured from the December 8, 2015 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.
- (7)

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.