

Conner Edward R.  
Form 4  
February 07, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Conner Edward R.

2. Issuer Name and Ticker or Trading Symbol  
SANGAMO THERAPEUTICS, INC  
[SGMO]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP & Chief Medical Officer

(Last) (First) (Middle)  
C/O SANGAMO THERAPEUTICS, INC., POINT RICHMOND TECH CTR, 501 CANAL BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2018

(Street)  
RICHMOND, CA 94804

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

(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 (D) Price  |   |  |  |
| Common Stock                    | 02/06/2018                           |  | M                              | 5,000 A \$ 3.2  | 13,125 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 02/06/2018                           |  | S <sup>(2)</sup>               | 5,000 D \$ 18.4871 <sup>(3)</sup>                                 | 8,125 <sup>(1)</sup>  | D  |  |

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

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SEC 1474  
(9-02)

number.

**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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (Right to Buy)                | \$ 3.2   | 02/06/2018                           |  | M                              | 5,000   | (4) 11/29/2026   | Common Stock  | 5,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Conner Edward R.<br>C/O SANGAMO THERAPEUTICS, INC.<br>POINT RICHMOND TECH CTR, 501 CANAL BLVD.<br>RICHMOND, CA 94804 |               |           | Sr. VP & Chief Medical Officer |       |

## Signatures

/s/ Denise Winn, 02/07/2018  
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) Includes 6,125 shares subject to restricted stock units granted on January 24, 2018 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such date.
  - (2) All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 16, 2017.
    - The price reported is a weighted average price. The shares were sold at prices ranging from \$18.05 to \$18.80 The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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- One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person
- (4) measured from the 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.

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.