SANGAMO BIOSCIENCES INC

Form 4 April 03, 2014

FORM 4

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

SECURITIES

OMB Number:

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Gregory Philip D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SANGAMO BIOSCIENCES INC [SGMO]

(Check all applicable)

(First) (Middle)

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

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

04/01/2014

Sr. VP Res. & CSO

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

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)	
Common Stock	04/01/2014		M	3,000	A	\$ 6.82	112,347 (1)	D		
Common Stock	04/01/2014		M	4,000	A	\$ 13.98	116,347 (1)	D		
Common Stock	04/01/2014		M	3,000	A	\$ 3.45	119,347 (1)	D		
Common Stock	04/01/2014		M	5,000	A	\$ 5.35	124,347 (1)	D		
	04/01/2014		S(2)	15,000	D	\$ 17.8	109,347 (1)	D		

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Common Stock

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

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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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number Transaction of Derivative Code Securities (Instr. 8) 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)	\$ 6.82	04/01/2014		M	3,000	(3)	12/12/2016	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 13.98	04/01/2014		M	4,000	(3)	12/11/2017	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 3.45	04/01/2014		M	3,000	(3)	12/09/2018	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 5.35	04/01/2014		M	5,000	(3)	12/06/2019	Common Stock	5,000

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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

Sr. VP Res. & CSO

Signatures

/s/ Florence Tam, attorney-in-fact

04/03/2014

**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 33,333 shares, 26,666 shares, and 35,000 shares subject to restricted stock units granted on December 8, 2011, December 6, 2012, and December 12, 2013 respectively, which will be issued as such units vest in accordance with their terms.
- (2) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on February 19, 2014.
- (3) 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. 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.

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