SANGAMO BIOSCIENCES INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/22/2004 For Period Ending 12/20/2004

Address	501 CANAL BLVD SUITE A100
	RICHMOND, California 94804
Telephone	510-970-6000
CIK	0001001233
Industry	Business Services
Sector	Services
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ZANTE GREG	**SANGAMO BIOSCIENCES INC [SGMO]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O SANGAMO BIOSCIENCES INC., STE 100-A, POINT RICHMOND TECH CNTR, 501 CANAL BL**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/20/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **Sr. Director Finance & Admin**
(Street) **RICHMOND, CA 94804** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	**$5.19**	**12/20/2004**		**A**		**20000**		(1)	**12/19/2014**	**Common Stock**	**20000**	**$0**	**20000**	**D**	

Explanation of Responses:

(1) Option is immediately exercisable, subject to repurchase of the option shares by the Issuer at the exercise price prior to full vesting. The repurchase right lapses, and the options vest, as follows: (i) 25% of the option shares on August 19, 2005, and (ii) the remaining shares vest in a series of successive monthly installments over the remaining 36 months thereafter.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZANTE GREG **C/O SANGAMO BIOSCIENCES INC., STE 100-A**			**Sr. Director**	

Signatures

/s/ Greg Zante — ** Signature of Reporting Person

12/20/2004 — Date

POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CA 94804			**Finance & Admin**	

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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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