SANGAMO BIOSCIENCES INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 4/5/2004 For Period Ending 4/1/2004

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

Generated by **EDGAR Online Pro**
http://pro.edgar-online.com

EDGAR Online

Contact **EDGAR Online**
Customer Service: 203-852-5666
Corporate Sales: 212-457-8200

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
LANPHIER EDWARD O II	**SANGAMO BIOSCIENCES INC [SGMO]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **C/O SANGAMO BIOSCIENCES IN STE.A-100, POINT RICHMOND TECH CENTER 501 CANA BLVD**	3. Date of Earliest Transaction (MM/DD/YYYY) **4/1/2004**	__ **X** __ Officer (give title below) _____ Other (specify below) **President and CEO**
(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			
Common Stock								**200000**	**D**	
Common Stock	**4/1/2004**		S (1)		**6000**	**D**	**$6.1430**	**2380742**	**I**	**By Trust** (2)
Common Stock	**4/2/2004**		S (1)		**14000**	**D**	**$6.220**	**2366742**	**I**	**By Trust** (2)
Common Stock								**100000**	**I**	**By Trust for Son** (3)
Common Stock								**100000**	**I**	**By Trust for Daughter** (3)
Common Stock								**100000**	**I**	**By Trust for Daughter** (3)
Common Stock								**100000**	**I**	**By Trust for Daughter** (3)

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				

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 7, 2001, as amended on November 7, 2003.

(2) 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

(3) Reporting Person disclaims beneficial ownership of the shares held by each of his children and this report shall not be deemed to be an admission that Mr. Lanphier is the beneficial owner of such securities for purposes of Section 16 or for any other purpose

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES IN STE.A-100 POINT RICHMOND TECH CENTER 501 CANA BLVD RICHMOND, CA 94804	**X**		**President and CEO**	

Signatures

/s/ EDWARD O. LANPHIER II — ** Signature of Reporting Person

4/2/2004 — Date

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.

End of Filing

Powered By EDGAR Online

© 2005 | EDGAR Online, Inc.