# SANGAMO BIOSCIENCES INC

## FORM 4
(Statement of Changes in Beneficial Ownership)

## Filed 9/19/2007 For Period Ending 9/17/2007

| | |
|---|---|
| Address | 501 CANAL BLVD SUITE A100 |
| | RICHMOND, California 94804 |
| Telephone | 510-970-6000 |
| CIK | 0001001233 |
| Industry | Biotechnology & Drugs |
| Sector | Healthcare |
| 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**

OMB APPROVAL
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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) |
|---|---|---|
| **LANPHIER EDWARD O II** | **SANGAMO BIOSCIENCES INC [ SGMO ]** | __ **X** __ Director _____ 10% Owner |
| (Last) (First) (Middle)<br>**C/O SANGAMO BIOSCIENCES, INC. STE: 100A, POINT RICHMOND TECH CNTR, 501 CANAL BL** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**9/17/2007** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**Pres & Chief Ex Officer** |
| (Street)<br>**RICHMOND, CA 94804**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | **9/17/2007** | | S (1) | | **2165** | **D** | **$12.00** | **1743327** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **300** | **D** | **$12.0050** | **1743027** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **2515** | **D** | **$12.0100** | **1740512** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **1325** | **D** | **$12.0200** | **1739187** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **400** | **D** | **$12.0250** | **1738787** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **160** | **D** | **$12.0300** | **1738627** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **175** | **D** | **$12.0350** | **1738452** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **554** | **D** | **$12.0400** | **1737898** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **4849** | **D** | **$12.0500** | **1733049** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **631** | **D** | **$12.0600** | **1732418** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **100** | **D** | **$12.0650** | **1732318** | **I** | **By Trust** (2) |
| **Common Stock** | **9/17/2007** | | S (1) | | **26** | **D** | **$12.0800** | **1732292** | **I** | **By Trust** (2) |
| | **9/17/2007** | | | | | | | | | **By Trust** |

## 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** | | | S (1) | | 800 | D | $12.100 | 1731492 | I | (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 4920 | D | $12.1300 | 1726572 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 2242 | D | $12.1500 | 1724330 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 200 | D | $12.1700 | 1724130 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 200 | D | $12.1850 | 1723930 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 100 | D | $12.1900 | 1723830 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 2738 | D | $12.20 | 1721092 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 100 | D | $12.2050 | 1720992 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 400 | D | $12.2100 | 1720592 | I | By Trust (2) |
| **Common Stock** | 9/17/2007 | | S (1) | | 100 | D | $12.2200 | 1720492 | I | By Trust (2) |
| **Common Stock** | | | | | | | | 200000 | D | |
| **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 July 28, 2006.

**( 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**<br>**C/O SANGAMO BIOSCIENCES, INC. STE: 100A**<br>**POINT RICHMOND TECH CNTR, 501 CANAL BL**<br><br>**RICHMOND, CA 94804** | **X** | | **Pres & Chief Ex Officer** | |

**Signatures**

**/s/ Edward O. Lanphier, II** **9/18/2007**

** Signature of Reporting Person — 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.

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