### SANGAMO BIOSCIENCES INC

Form 4

February 18, 2015

### FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RA CAPITAL MANAGEMENT, Issuer Symbol LLC SANGAMO BIOSCIENCES INC (Check all applicable) [SGMO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title \_\_X\_ Other (specify (Month/Day/Year) below) below) 20 PARK PLAZA, SUITE 1200, 01/29/2014 Former 10% Owner (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X\_ Form filed by More than One Reporting **BOSTON, MA 02116** Person

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative S	Securi	ties Acquire	d, Disposed of, o	or Beneficially	y 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)	(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ecurities Ownership leneficially Form: Owned Direct (D) ollowing or Indirect leported (I)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/06/2014		S	40,482 (3)	D	\$ 24.095	3,683,000	D (1)	
Common Stock	03/06/2014		S	21,001 (3)	D	\$ 24.1	3,683,000	D (1)	
Common Stock	03/07/2014		P	258,377 (2)	A	\$ 22.2487	3,683,000	D (1)	
Common Stock	03/10/2014		P	12,522 (2)	A	\$ 22.2952	3,683,000	D (1)	
Common Stock	03/12/2014		S	123,480 (3)	D	\$ 23.4	3,683,000	D (1)	

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03/13/2014	P	71,319 (2)	A	\$ 22.7619	3,683,000	D (1)
03/17/2014	P	52,161 (2)	A	\$ 23.0217	3,683,000	D (1)
03/18/2014	S	34,440 (3)	D	\$ 23.7448	3,683,000	D (1)
03/18/2014	S	49,560 (3)	D	\$ 23.745	3,683,000	D (1)
03/19/2014	S	17,808 (3)	D	\$ 24.283	3,683,000	D (1)
03/21/2014	P	101,808 (2)	A	\$ 21.2163	3,683,000	D (1)
03/25/2014	P	21,000	A	\$ 19.33	3,704,000	D (1)
03/25/2014	P	42,000	A	\$ 19.4418	3,746,000	D (1)
03/25/2014	P	21,000	A	\$ 19.455	3,767,000	D (1)
03/26/2014	P	19,320	A	\$ 17.875	3,786,320	D (1)
03/26/2014	P	190,693	A	\$ 18.162	3,977,013	D (1)
03/27/2014	P	4,200	A	\$ 17.35	3,981,213	D (1)
03/27/2014	P	251,987	A	\$ 17.6576	4,233,200	D (1)
03/28/2014	P	21,840	A	\$ 17.07	4,255,040	D (1)
03/28/2014	P	62,160	A	\$ 17.105	4,317,200	D (1)
04/01/2014	S	48,500	D	\$ 17.8751	4,268,700	D (1)
04/01/2014	S	24,900	D	\$ 17.885	4,243,800	D (1)
04/01/2014	S	50,000	D	\$ 17.945	4,193,800	D (1)
04/01/2014	S	51,500	D	\$ 18.076	4,142,300	D (1)
04/01/2014	S	75,100	D	\$ 18.135	4,067,200	D (1)
	03/17/2014  03/18/2014  03/18/2014  03/19/2014  03/25/2014  03/25/2014  03/25/2014  03/26/2014  03/27/2014  03/27/2014  03/28/2014  03/28/2014  04/01/2014  04/01/2014  04/01/2014	03/17/2014       P         03/18/2014       S         03/18/2014       S         03/19/2014       S         03/21/2014       P         03/25/2014       P         03/25/2014       P         03/25/2014       P         03/26/2014       P         03/26/2014       P         03/27/2014       P         03/28/2014       P         03/28/2014       P         04/01/2014       S         04/01/2014       S         04/01/2014       S         04/01/2014       S         04/01/2014       S	03/17/2014       P       (2)         03/18/2014       S       (3)         03/18/2014       S       (3)         03/19/2014       S       (3)         03/19/2014       S       (3)         03/21/2014       P       (2)         03/25/2014       P       21,000         03/25/2014       P       21,000         03/25/2014       P       190,693         03/26/2014       P       190,693         03/27/2014       P       251,987         03/28/2014       P       21,840         03/28/2014       P       62,160         04/01/2014       S       48,500         04/01/2014       S       50,000         04/01/2014       S       50,000         04/01/2014       S       51,500	03/17/2014       P       (2) A         03/17/2014       P       (2) S2,161 A         03/18/2014       S       (3) 34,440 D         03/18/2014       S       (3) 34,440 D         03/19/2014       S       (3) 17,808 D         03/21/2014       P       (2) 101,808 A         03/25/2014       P       21,000 A         03/25/2014       P       21,000 A         03/25/2014       P       19,320 A         03/26/2014       P       190,693 A         03/27/2014       P       190,693 A         03/27/2014       P       4,200 A         03/28/2014       P       21,840 A         03/28/2014       P       21,840 A         04/01/2014       S       48,500 D         04/01/2014       S       24,900 D         04/01/2014       S       50,000 D	03/13/2014       P       \$\frac{1}{2}\$ A       \$22.7619         03/17/2014       P       \$\frac{52}{2}\$ 161 A       \$\frac{3}{23.0217}\$         03/18/2014       S       \$\frac{34}{3}\$ D       \$\frac{23}{23.7448}\$         03/18/2014       S       \$\frac{49}{3}\$ 560 D       \$\frac{23}{23.745}\$         03/19/2014       S       \$\frac{17,808}{3}\$ D       \$\frac{24.283}{21.2163}\$         03/21/2014       P       \$\frac{101,808}{2}\$ A       \$\frac{21.2163}{21.2163}\$         03/25/2014       P       \$21,000 A       \$\frac{19,333}{19.4418}\$         03/25/2014       P       \$21,000 A       \$\frac{19,4418}{19.4418}\$         03/25/2014       P       \$21,000 A       \$\frac{19,4418}{19.4418}\$         03/26/2014       P       \$21,000 A       \$\frac{17,875}{19.4418}\$         03/27/2014       P       \$190,693 A       \$\frac{17,875}{17.6576}\$         03/27/2014       P       \$251,987 A       \$\frac{8}{17.6576}\$         03/28/2014       P       \$21,840 A       \$\frac{17,8751}{17.6576}\$         04/01/2014       S       \$48,500 D       \$\frac{1}{17.8751}\$         04/01/2014       S       \$24,900 D       \$\frac{1}{17.8751}\$         04/01/2014       S       \$50,000 D       \$\frac{1}{17.8751}\$ <td>03/13/2014         P         (2)         A         22.7619         3,583,000           03/17/2014         P         (2)         A         22.7619         3,683,000           03/18/2014         S         (3)         D         \$23.0217         3,683,000           03/18/2014         S         (3)         D         \$23.7448         3,683,000           03/19/2014         S         (3)         D         \$24.283         3,683,000           03/21/2014         P         101,808         A         \$21.2163         3,683,000           03/25/2014         P         21,000         A         \$19.33         3,704,000           03/25/2014         P         21,000         A         \$19.33         3,746,000           03/25/2014         P         21,000         A         \$19.458         3,767,000           03/26/2014         P         19,320         A         \$17.875         3,786,320           03/27/2014         P         190,693         A         \$18.162         3,977,013           03/27/2014         P         4,200         A         \$17.6576         4,233,200           03/28/2014         P         21,840         A         \$17.6576</td>	03/13/2014         P         (2)         A         22.7619         3,583,000           03/17/2014         P         (2)         A         22.7619         3,683,000           03/18/2014         S         (3)         D         \$23.0217         3,683,000           03/18/2014         S         (3)         D         \$23.7448         3,683,000           03/19/2014         S         (3)         D         \$24.283         3,683,000           03/21/2014         P         101,808         A         \$21.2163         3,683,000           03/25/2014         P         21,000         A         \$19.33         3,704,000           03/25/2014         P         21,000         A         \$19.33         3,746,000           03/25/2014         P         21,000         A         \$19.458         3,767,000           03/26/2014         P         19,320         A         \$17.875         3,786,320           03/27/2014         P         190,693         A         \$18.162         3,977,013           03/27/2014         P         4,200         A         \$17.6576         4,233,200           03/28/2014         P         21,840         A         \$17.6576

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

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ite	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date Expire Exercisable Date		n Title Numb		
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Tripotonia o minor i minor i minori	Director	10% Owner	Officer	Other			
RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116				Former 10% Owner			
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116				Former 10% Owner			
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116				Former 10% Owner			

## **Signatures**

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC					
**Signature of Reporting Person	Date				
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.					
**Signature of Reporting Person	Date				
/s/ Peter Kolchinsky, individually	02/18/2015				

Reporting Owners 3

\*\*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).
  - The reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any
- obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Col 5 of Table I and the number of options reported in Col 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the time of the last transaction reported herein.
- (2) The Fund delivered these shares to a stock lender to satisfy the Fund's obligation to return shares previously borrowed.
- (3) The Fund borrowed shares for delivery against this sale.

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.

Signatures 4