

Gregory Philip D
Form 3
November 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Gregory Philip D

(Last) (First) (Middle)

C/O SANGAMO
BIOSCIENCES INC, STE
A-100, POINT RICHMOND
TECH CNTR, 501 CANAL BL.

(Street)

RICHMOND, CA 94804

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/26/2005

3. Issuer Name and Ticker or Trading Symbol
SANGAMO BIOSCIENCES INC [SGMO]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
Vice President, Research

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

8,000

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	12/14/2010	Common Stock	15,000	\$ 15.375	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	01/02/2012	Common Stock	10,000	\$ 8.89	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	06/13/2012	Common Stock	5,000	\$ 3.99	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	01/27/2013	Common Stock	6,000	\$ 3.2	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/02/2013	Common Stock	39,680	\$ 4.92	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/02/2013	Common Stock	10,320	\$ 4.92	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	08/09/2014	Common Stock	18,829	\$ 3	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	08/09/2014	Common Stock	6,171	\$ 3	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	12/20/2014	Common Stock	25,000	\$ 5.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Philip D C/O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BL. RICHMOND,Â CAÂ 94804	Â	Â	Â Vice President, Research	Â

Signatures

/s/ Philip D
Gregory

11/07/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options are fully vested and immediately exercisable.

(2)

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Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 2, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.

- (3) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on June 13, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (4) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 27, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (5) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 2, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (6) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on August 9, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (7) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 20, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.

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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