

LANPHIER EDWARD O II  
Form 4  
December 16, 2005

**FORM 4**

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

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

**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(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LANPHIER EDWARD O II

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)			
Common Stock	12/16/2005		G <sup>(1)</sup>	V 5,000 D \$ 0	2,222,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V 5,000 D \$ 0	2,217,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V 5,000 D \$ 0	2,212,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005		G <sup>(1)</sup>	V 5,000 D \$ 0	2,207,992	I	By Trust <sup>(2)</sup>

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Common Stock	12/16/2005	G <sup>(1)</sup>	V	7,000	D	\$ 0	2,200,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	2,000	D	\$ 0	2,198,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	2,000	D	\$ 0	2,196,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G	V	1,000	D	\$ 0	2,195,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	7,000	D	\$ 0	2,188,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,187,992	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	500	D	\$ 0	2,187,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	3,000	D	\$ 0	2,184,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	3,000	D	\$ 0	2,181,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,180,492	I	By Trust <sup>(2)</sup>
Common Stock	12/16/2005	G <sup>(1)</sup>	V	1,000	D	\$ 0	2,179,492	I	By Trust <sup>(2)</sup>
Common Stock							100,000	I	By Trust for Son <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							100,000	I	By Trust for Daughter <sup>(3)</sup>
Common Stock							200,000	D	

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

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SEC 1474  
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BL. RICHMOND, CA 94804	X		President & CEO	

## Signatures

/s/ Edward O.  
Lanphier II

12/16/2005

\_\_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).

(1) Shares transferred as a bona fide gift without consideration.

(2) Shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust.

(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.

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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