

SANGAMO BIOSCIENCES INC

Form 4

November 07, 2014

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDO DALE G

(Last) (First) (Middle)

C/O SANGAMO BIOSCIENCES  
INC., POINT RICHMOND TECH  
CNTR, 501 CANAL BLVD

(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)  
11/05/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Therapeutic Dev. & CMO

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. 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)
Common Stock	11/05/2014		M	6,798 A	\$ 4.11 104,654 <sup>(2)</sup> <sub>(3)</sub>	D	
Common Stock	11/05/2014		M	8,202 A	\$ 6.82 112,856 <sup>(2)</sup> <sub>(3)</sub>	D	
Common Stock	11/05/2014		S <sup>(1)</sup>	15,000 D	\$ 11.3505 97,856 <sup>(2)</sup> <sub>(3)</sub> <sub>(4)</sub>	D	

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.

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(9-02)

**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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.11	11/05/2014		M	6,798	<u>(5)</u> 12/11/2015	Common Stock	6,798
Employee Stock Option (Right to Buy)	\$ 6.82	11/05/2014		M	8,202	<u>(5)</u> 12/12/2016	Common Stock	8,202

## Reporting Owners

Reporting Owner Name / Address	Relationships
ANDO DALE G C/O SANGAMO BIOSCIENCES INC., POINT RICHMOND TECH CNTR, 501 CANAL BLVD RICHMOND, CA 94804	Director 10% Owner Officer Other  VP, Therapeutic Dev. & CMO

## Signatures

/s/ Florence Tam,  
attorney-in-fact 11/07/2014

\_\_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) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the Reporting Person on June 23, 2014.

(2) Includes 33,333 shares, 23,333 shares, and 23,000 shares subject to restricted stock units granted on December 8, 2011, December 6, 2012, and December 12, 2013, respectively, that will be issued as such units vest in accordance with their terms.

(3) Includes 1,277 shares acquired by the Reporting Person on October 31, 2014 under the Issuer's Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.15 to \$11.64, inclusive. The Reporting Person undertakes to provide to Sangamo BioSciences, Inc., any security holder of Sangamo BioSciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(5) All shares underlying this option are vested and immediately exercisable.

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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