

ANDO DALE G
Form 4
December 28, 2012

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 *
ANDO DALE G

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2012

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, Therapeutic Dev. & CMO

RICHMOND, CA 94804

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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	12/26/2012		S ⁽¹⁾		2,000	D	\$ 5.944 ⁽²⁾
Common Stock	12/26/2012		M		15,000	A	\$ 3.61
Common Stock	12/26/2012		S ⁽¹⁾		15,000	D	\$ 5.922 ⁽⁴⁾

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.61	12/26/2012		M	15,000	<u>(5)</u> 08/01/2014	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANDO DALE G
C/O SANGAMO BIOSCIENCES INC.
POINT RICHMOND TECH CNTR, 501 CANAL
BLVD
RICHMOND, CA 94804

VP, Therapeutic Dev. &
CMO

Signatures

/s/ Florence Tam,
attorney-in-fact 12/27/2012

__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 26, 2012, amended on September 12, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.9033 to \$5.9633, 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 the ranges set forth in footnotes (2) and (4) to this Form 4.

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- (3) Includes 35,000 shares subject to Restricted Stock Units, which will vest in a series of three successive equal annual installments upon the Reporting Person's completion of each year of service over the three year period from the grant date.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$5.8501 to \$5.97, 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 the ranges set forth in footnotes (2) and (4) to this Form 4.

- (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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