SANGAMO BIOSCIENCES INC

Form 4 April 18, 2007

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

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

(Print or Type Responses)

1(b).

(Last)

(City)

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

2. Issuer Name and Ticker or Trading Symbol

SANGAMO BIOSCIENCES INC

[SGMO]

3. Date of Earliest Transaction

(Month/Day/Year) 04/16/2007

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

(Middle)

(Zip)

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, CA 94804

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

X_ Officer (give title

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	04/16/2007		S(1)	71	D	\$ 6.8	1,888,921	I	By Trust (2)	
Common Stock	04/16/2007		S <u>(1)</u>	100	D	\$ 6.93	1,888,821	I	By Trust (2)	
Common Stock	04/16/2007		S <u>(1)</u>	100	D	\$ 6.94	1,888,721	I	By Trust (2)	
Common Stock	04/16/2007		S(1)	200	D	\$ 6.76	1,888,521	I	By Trust (2)	

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Pres & Chief Ex Officer

6. Individual or Joint/Group Filing(Check

10% Owner Other (specify

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Common Stock	04/16/2007	S(1)	600	D	\$ 6.77	1,887,921	I	By Trust (2)
Common Stock	04/16/2007	S(1)	700	D	\$ 6.78	1,887,221	I	By Trust (2)
Common Stock	04/16/2007	S(1)	700	D	\$ 6.81	1,886,521	I	By Trust (2)
Common Stock	04/16/2007	S(1)	800	D	\$ 6.9	1,885,721	I	By Trust (2)
Common Stock	04/16/2007	S(1)	1,000	D	\$ 6.82	1,884,721	I	By Trust (2)
Common Stock	04/16/2007	S(1)	1,500	D	\$ 6.75	1,883,221	I	By Trust (2)
Common Stock	04/16/2007	S(1)	4,129	D	\$ 7	1,879,092	I	By Trust (2)
Common Stock	04/16/2007	S(1)	5,000	D	\$ 6.95	1,874,092	I	By Trust (2)
Common Stock	04/16/2007	S(1)	5,000	D	\$ 6.96	1,869,092	I	By Trust (2)
Common Stock	04/16/2007	S(1)	5,100	D	\$ 6.91	1,863,992	I	By Trust (2)
Common Stock						200,000	D	
Common Stock						100,000	I	By Trust for Son (3)
Common Stock						100,000	I	By Trust for Daughter (3)
Common Stock						100,000	I	By Trust for Daughter (3)
Common Stock						100,000	I	By Trust for Daughter (3)

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

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SEC 1474 (9-02)

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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	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES, INC. STE: 100A POINT RICHMOND TECH CNTR, 501 CANAL BL RICHMOND, CA 94804	X		Pres & Chief Ex Officer				

Signatures

Person

/s/ Edward O. 04/17/2007 Lanphier, II **Signature of Reporting 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 28, 2006.
- These shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust U/T/A August 30, 2002, Edward O. Lanphier II and **(2)** Cameron M. Lanphier, Trustees.
- 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. 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.

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