

SANGAMO BIOSCIENCES INC  
 Form 4  
 May 23, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ichikawa David 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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/20/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP, Bus. Dev.

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

(Street)

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

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

RICHMOND, CA 94804

(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 (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	05/20/2008		M	15,000 A	\$ 5.19 15,000	D	
Common Stock	05/20/2008		S(1)	100 D	\$ 13.29 14,900	D	
Common Stock	05/20/2008		S(1)	1,000 D	\$ 13.26 13,900	D	
Common Stock	05/20/2008		S(1)	100 D	\$ 13.27 13,800	D	

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Common Stock	05/20/2008	<u>S(1)</u>	100	D	\$ 13.375	13,700	D
Common Stock	05/20/2008	<u>S(1)</u>	200	D	\$ 13.47	13,500	D
Common Stock	05/20/2008	<u>S(1)</u>	300	D	\$ 13.4	13,200	D
Common Stock	05/20/2008	<u>S(1)</u>	650	D	\$ 13.32	12,550	D
Common Stock	05/20/2008	<u>S(1)</u>	100	D	\$ 13.315	12,450	D
Common Stock	05/20/2008	<u>S(1)</u>	1,500	D	\$ 13.31	10,950	D
Common Stock	05/20/2008	<u>S(1)</u>	100	D	\$ 13.282	10,850	D
Common Stock	05/20/2008	<u>S(1)</u>	300	D	\$ 13.28	10,550	D
Common Stock	05/20/2008	<u>S(1)</u>	500	D	\$ 13.34	10,050	D
Common Stock	05/20/2008	<u>S(1)</u>	1,300	D	\$ 13.35	8,750	D
Common Stock	05/20/2008	<u>S(1)</u>	200	D	\$ 13.38	8,550	D
Common Stock	05/20/2008	<u>S(1)</u>	1,900	D	\$ 13.39	6,650	D
Common Stock	05/20/2008	<u>S(1)</u>	900	D	\$ 13.33	5,750	D
Common Stock	05/20/2008	<u>S(1)</u>	2,000	D	\$ 13.37	3,750	D
Common Stock	05/20/2008	<u>S(1)</u>	1,950	D	\$ 13.3	1,800	D
Common Stock	05/20/2008	<u>S(1)</u>	100	D	\$ 13.5	1,700	D
Common Stock	05/20/2008	<u>S(1)</u>	1,000	D	\$ 13.5	700	D
Common Stock	05/20/2008	<u>S(1)</u>	200	D	\$ 13.56	500	D
Common Stock	05/20/2008	<u>S(1)</u>	200	D	\$ 13.61	300	D
Common Stock	05/20/2008	<u>S(1)</u>	300	D	\$ 13.76	0	D

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

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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 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)	Amount or Number of Shares
N.Q. Employee Stock Option (Right to Buy)	\$ 5.19	05/20/2008		M	15,000	(2) 12/19/2014	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ichikawa David G C./O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR,501 CANAL BLVD. RICHMOND, CA 94804			Senior VP, Bus. Dev.	

## Signatures

/s/ David G. Ichikawa 05/21/2008

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 a Rule 10b5-1 trading plan adopted by the Reporting Person on December 20, 2007.
- (2)

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Options vest as follows: (i) 25% of the option shares on December 20, 2005, and (ii) the remaining shares vest in a series of successive monthly installments over the remaining 36 months thereafter.

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