

SANGAMO BIOSCIENCES INC
 Form 4
 November 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
ZANTE GREG

(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)
11/08/2007

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)
Vice President, Fin. & Admin.

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/08/2007		S	642 D \$ 18.03	693	D	
Common Stock	11/08/2007		M	3,750 A \$ 3	3,750	D	
Common Stock	11/08/2007		S	3,750 D \$ 18.03	0	D	
Common Stock	11/08/2007		M	8,108 A \$ 4.11	8,108	D	

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Common Stock 11/08/2007 S 8,108 D \$ 18.03 0 D

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3	11/08/2007		M	3,750	<u>(1)</u> 08/17/2013	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 4.11	11/08/2007		M	8,108	<u>(2)</u> 12/12/2015	Common Stock	8,108

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZANTE GREG
C/O SANGAMO BIOSCIENCES INC, STE A-100
POINT RICHMOND TECH CNTR, 501 CANAL BL.
RICHMOND, CA 94804

Vice President, Fin. & Admin.

Signatures

/s/ Greg Zante

11/08/2007

**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).

This option is immediately exercisable, subject to repurchase of the option shares by the Issuer at the exercise price to full vesting the

 - (1) repurchase right lapses, and the options vest, as follows: (i) 25% of the option shares on August 18, 2004 and (ii) the remaining shares vest in a series of successive monthly installments over the remaining 36 months thereafter.
 - (2) This stock option vests over a four-year period with vesting commencing on the first anniversary of the respective grant date of such option.

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.