

SANGAMO BIOSCIENCES INC
 Form 4
 December 13, 2006

FORM 4

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

OMB APPROVAL

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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: 100A, 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)
 12/11/2006

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)
 VP, Finance & Administration

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	12/11/2006		D		827	D	\$ 7.04
Common Stock	12/11/2006		M		2,834	A	\$ 3
Common Stock	12/11/2006		S		2,834	D	\$ 7.04
Common Stock	12/11/2006		M		15,000	A	\$ 4.92

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Common Stock	12/11/2006	S	15,000	D	\$ 7.04	0	D
Common Stock	12/11/2006	M	9,583	A	\$ 5.19	9,583	D
Common Stock	12/11/2006	S	9,583	D	\$ 7.04	0	D
Common Stock	12/12/2006	M	12,500	A	\$ 4.11	12,500	D
Common Stock	12/12/2006	S	12,500	D	\$ 6.98	0	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3	12/11/2006		D	2,834	<u>(1)</u> 08/17/2013	Common Stock	2,834	
Employee Stock Option (Right to Buy)	\$ 4.92	12/11/2006		D	15,000	<u>(1)</u> 12/01/2013	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 5.19	12/11/2006		D	9,583	<u>(1)</u> 12/19/2014	Common Stock	9,583	
	\$ 4.11	12/12/2006		D	12,500	<u>(1)</u> 12/12/2015		12,500	

