

Herberts Curt A. III
Form 4
October 04, 2017

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 *
Herberts Curt A. III

2. Issuer Name and Ticker or Trading Symbol
SANGAMO THERAPEUTICS, INC
[SGMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

Sr.VP & Chief Business Officer

C/O SANGAMO THERAPEUTICS, INC., POINT RICHMOND TECH CTR, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 10/02/2017 | | M | 5,830 A \$ 5.41 | 21,663 | D | |
| Common Stock | 10/02/2017 | | S ⁽¹⁾ | 5,830 D \$ 15 | 15,833 | D | |
| Common Stock | 10/02/2017 | | M | 5,416 A \$ 8.87 | 21,249 | D | |
| Common Stock | 10/02/2017 | | S ⁽¹⁾ | 5,416 D \$ 15 | 15,833 | D | |
| | 10/02/2017 | | M | 3,754 A | 19,587 | D | |

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| | | | | | | | | |
|--------------|------------|--|------------------|-------|------|-------|--------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 9.41 | | | |
| Common Stock | 10/02/2017 | | S ⁽¹⁾ | 3,754 | D | \$ 16 | 15,833 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.41 | 10/02/2017 | | M | 5,830 | ⁽²⁾ 12/05/2022 | Common Stock | 5,830 |
| Stock Option (Right to Buy) | \$ 8.87 | 10/02/2017 | | M | 5,416 | ⁽³⁾ 07/26/2025 | Common Stock | 5,416 |
| Stock Option (Right to Buy) | \$ 9.41 | 10/02/2017 | | M | 3,754 | ⁽⁴⁾ 12/07/2025 | Common Stock | 3,754 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Herberts Curt A. III C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL | | | Sr.VP & Chief Business Officer | |

BLVD.
RICHMOND, CA 94804

Signatures

/s/ Florence Tam,
Attorney-in-Fact

10/03/2017

__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) All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 22, 2017.
- (2) The shares underlying the stock option are fully vested and exercisable.

One-quarter (1/4) of the option shares vested and became exercisable upon completion of one (1) year of service by the Reporting Person measured from the July 27, 2015 grant date, and the remainder will vest and become exercisable in equal monthly installments for
- (3) thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

One-quarter (1/4) of the option shares will vest and become exercisable upon completion of one (1) year of service by the Reporting
- (4) Person measured from the December 8, 2015 grant date, and the remainder will vest and become exercisable in equal monthly installments for thirty-six (36) months thereafter, provided that the Reporting Person remains in service with the Issuer through each such monthly vesting date.

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.