

SANGAMO BIOSCIENCES INC

Form 4

December 22, 2004

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O SANGAMO BIOSCIENCES
INC. SUITE 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)
12/22/2004

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| Common Stock | 12/22/2004 | | G ⁽¹⁾ | V 5,000 D \$ 0 | 2,302,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | | G ⁽¹⁾ | V 7,000 D \$ 0 | 2,295,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | | G ⁽¹⁾ | V 1,000 D \$ 0 | 2,294,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | | G ⁽¹⁾ | V 1,000 D \$ 0 | 2,293,492 | I | By Trust ⁽²⁾ |

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| | | | | | | | | | |
|--------------|------------|------------------|---|-------|---|------|-----------|---|--------------------------------------|
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 4,000 | D | \$ 0 | 2,289,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 7,000 | D | \$ 0 | 2,282,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 1,000 | D | \$ 0 | 2,281,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 7,000 | D | \$ 0 | 2,274,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 3,000 | D | \$ 0 | 2,271,492 | I | By Trust ⁽²⁾ |
| Common Stock | 12/22/2004 | G ⁽¹⁾ | V | 3,000 | D | \$ 0 | 2,268,492 | I | By Trust ⁽²⁾ |
| 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 Son ⁽³⁾ |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANPHIER EDWARD O II C/O SANGAMO BIOSCIENCES INC. SUITE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BL. RICHMOND, CA 94804 | X | | President & CEO | |

Signatures

/s/ Edward O.

12/22/2004

Lanphier II

**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) Shares transferred as a bona fide gift without consideration.
- (2) Shares are held in the Edward O. Lanphier II and Cameron M. Lanphier Trust.
- (3) 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.
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