

Yi Kathy

Form 4

December 18, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yi Kathy

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)
12/17/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
SVP & Chief Financial 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)
Common Stock	12/17/2018		M	5,000 A	\$ 4.55 12,250	D	
Common Stock	12/17/2018		S ⁽¹⁾	5,000 D	\$ 11.44 7,250 ⁽²⁾	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
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SEC 1474
(9-02)

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 4.55	12/17/2018		M	5,000	(3) 02/27/2027	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Yi Kathy C/O SANGAMO THERAPEUTICS, INC. POINT RICHMOND TECH CTR, 501 CANAL BLVD. RICHMOND, CA 94804	Director 10% Owner Officer SVP & Chief Financial Officer

Signatures

/s/ Denise Winn, Attorney-in-Fact for
Kathy Yi
12/18/2018
Date

**Signature of Reporting Person

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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 14, 2017.
Represents 7,250 shares subject to restricted stock units granted on January 24, 2018 that will vest in three (3) equal annual installments on each anniversary of the grant date, such that they will be vested in full on the third (3rd) anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer through such date.
- (2) 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 February 27, 2017, 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.
- (3) 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 February 27, 2017, 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.