

LARSON JOHN WILLIAM
Form 4
July 31, 2008

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 *
LARSON JOHN WILLIAM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2008

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

C./O SANGAMO BIOSCIENCES
INC, STE A-100, POINT
RICHMOND TECH CNTR,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	07/29/2008		S	(A) or (D) D	3,000 (1) \$ 11.29	I	By 401(k) Plan (1)
Common Stock	07/29/2008		S	(A) or (D) D	1,000 (1) \$ 11.28	I	By 401(k) Plan (1)
Common Stock	07/29/2008		S	(A) or (D) D	2,200 (1) \$ 11.28	I	By 401(k) Plan (1)
Common Stock	07/29/2008		S	(A) or (D) D	1,600 (1) \$ 11.22	I	By 401(k) Plan (1)

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Common Stock	07/29/2008	S	<u>1,200</u> ⁽¹⁾	D	\$ 11.22	135,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>1,000</u> ⁽¹⁾	D	\$ 11.22	134,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>1,000</u> ⁽¹⁾	D	\$ 11.21	133,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>1,000</u> ⁽¹⁾	D	\$ 11.22	132,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>1,000</u> ⁽¹⁾	D	\$ 11.21	131,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>1,000</u> ⁽¹⁾	D	\$ 11.2	130,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>500</u> ⁽¹⁾	D	\$ 11.2	129,960	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>2,000</u> ⁽¹⁾	D	\$ 11.21	127,960	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/29/2008	S	<u>2,500</u> ⁽¹⁾	D	\$ 11.2	125,460	I	By 401(k) Plan ⁽¹⁾
Common Stock	07/30/2008	S	<u>3,500</u> ⁽¹⁾	D	\$ 11.04	121,960	I	By 401(k) Plan ⁽¹⁾
Common Stock						196,900	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON JOHN WILLIAM C./O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR,501 CANAL BLVD. RICHMOND, CA 94804		X		

Signatures

/s/ JOHN W.
LARSON

07/31/2008

__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).

The shares were sold from the Reporting Person's account under the Morgan, Lewis & Bockius LLP Retirement 401(k) plan in which the (1) Reporting Person participates. The Reporting Person has investment control over the shares of the Issuer's common stock held in his 401(k) account.

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.