

Gregory Philip D
 Form 3
 November 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Gregory Philip D
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 10/26/2005

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice President, Research

C/O SANGAMO
 BIOSCIENCES INC, STE
 A-100, POINT RICHMOND
 TECH CNTR, 501 CANAL BL.
 (Street)

RICHMOND, CA 94804
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,000	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	12/14/2010	Common Stock	15,000	\$ 15.375	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2012	Common Stock	10,000	\$ 8.89	D	Â
Employee Stock Option (Right to Buy)	Â (3)	06/13/2012	Common Stock	5,000	\$ 3.99	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/27/2013	Common Stock	6,000	\$ 3.2	D	Â
Employee Stock Option (Right to Buy)	Â (5)	12/02/2013	Common Stock	39,680	\$ 4.92	D	Â
Employee Stock Option (Right to Buy)	Â (5)	12/02/2013	Common Stock	10,320	\$ 4.92	D	Â
Employee Stock Option (Right to Buy)	Â (6)	08/09/2014	Common Stock	18,829	\$ 3	D	Â
Employee Stock Option (Right to Buy)	Â (6)	08/09/2014	Common Stock	6,171	\$ 3	D	Â
Employee Stock Option (Right to Buy)	Â (7)	12/20/2014	Common Stock	25,000	\$ 5.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Philip D C/O SANGAMO BIOSCIENCES INC, STE A-100 POINT RICHMOND TECH CNTR, 501 CANAL BL. RICHMOND,Â CAÂ 94804	Â	Â	Â Vice President, Research	Â

Signatures

/s/ Philip D
Gregory

11/07/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options are fully vested and immediately exercisable.
- (2)

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Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 2, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.

- (3) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on June 13, 2002, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (4) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on January 27, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (5) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 2, 2003, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (6) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on August 9, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.
- (7) Options vest as follows:(i) 25% of the option shares upon completion of one year of service commencing on December 20, 2004, and (ii) the remaining shares vest in equal monthly installments over 36 months thereafter.

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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