

SANGAMO BIOSCIENCES INC

Form 4

February 18, 2015

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 *
RA CAPITAL MANAGEMENT,
LLC

(Last) (First) (Middle)

20 PARK PLAZA, SUITE 1200,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2014

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 ____X____ Other (specify
below) below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/06/2014		S		40,482 (3)	D \$ 24.095	3,683,000 D (1)
Common Stock	03/06/2014		S		21,001 (3)	D \$ 24.1	3,683,000 D (1)
Common Stock	03/07/2014		P		258,377 (2)	A \$ 22.2487	3,683,000 D (1)
Common Stock	03/10/2014		P		12,522 (2)	A \$ 22.2952	3,683,000 D (1)
Common Stock	03/12/2014		S		123,480 (3)	D \$ 23.4	3,683,000 D (1)

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Common Stock	03/13/2014	P	71,319 (2)	A	\$ 22.7619	3,683,000	D (1)
Common Stock	03/17/2014	P	52,161 (2)	A	\$ 23.0217	3,683,000	D (1)
Common Stock	03/18/2014	S	34,440 (3)	D	\$ 23.7448	3,683,000	D (1)
Common Stock	03/18/2014	S	49,560 (3)	D	\$ 23.745	3,683,000	D (1)
Common Stock	03/19/2014	S	17,808 (3)	D	\$ 24.283	3,683,000	D (1)
Common Stock	03/21/2014	P	101,808 (2)	A	\$ 21.2163	3,683,000	D (1)
Common Stock	03/25/2014	P	21,000	A	\$ 19.33	3,704,000	D (1)
Common Stock	03/25/2014	P	42,000	A	\$ 19.4418	3,746,000	D (1)
Common Stock	03/25/2014	P	21,000	A	\$ 19.455	3,767,000	D (1)
Common Stock	03/26/2014	P	19,320	A	\$ 17.875	3,786,320	D (1)
Common Stock	03/26/2014	P	190,693	A	\$ 18.162	3,977,013	D (1)
Common Stock	03/27/2014	P	4,200	A	\$ 17.35	3,981,213	D (1)
Common Stock	03/27/2014	P	251,987	A	\$ 17.6576	4,233,200	D (1)
Common Stock	03/28/2014	P	21,840	A	\$ 17.07	4,255,040	D (1)
Common Stock	03/28/2014	P	62,160	A	\$ 17.105	4,317,200	D (1)
Common Stock	04/01/2014	S	48,500	D	\$ 17.8751	4,268,700	D (1)
Common Stock	04/01/2014	S	24,900	D	\$ 17.885	4,243,800	D (1)
Common Stock	04/01/2014	S	50,000	D	\$ 17.945	4,193,800	D (1)
Common Stock	04/01/2014	S	51,500	D	\$ 18.076	4,142,300	D (1)
Common Stock	04/01/2014	S	75,100	D	\$ 18.135	4,067,200	D (1)

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

SEC 1474
(9-02)

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. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Director 10% Owner Officer Other

Former 10% Owner

Former 10% Owner

Former 10% Owner

02/18/2015

Date _____

02/18/2015

Date _____

02/18/2015

__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 reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any

(1) obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Col 5 of Table I and the number of options reported in Col 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the time of the last transaction reported herein.

(2) The Fund delivered these shares to a stock lender to satisfy the Fund's obligation to return shares previously borrowed.

(3) The Fund borrowed shares for delivery against this sale.

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.