

Herberts Curt A. III
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Herberts Curt A. III

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr.VP & Chief Business 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2018		M	171 A \$ 12.12	14,796	D	
Common Stock	03/01/2018		M	1,430 A \$ 9.41	16,226	D	
Common Stock	03/01/2018		M	8,087 A \$ 14.07	24,313	D	
Common Stock	03/01/2018		M	5,312 A \$ 3.5	29,625	D	
	03/01/2018		S ⁽¹⁾	15,000 D	14,625 ⁽³⁾	D	

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Common Stock \$ 23.0574
(2)

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

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SEC 1474
 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.12	03/01/2018		M	171	<u>(4)</u> 12/11/2023	Common Stock	171
Stock Option (Right to Buy)	\$ 14.07	03/01/2018		M	8,087	<u>(5)</u> 12/10/2024	Common Stock	8,087
Stock Option (Right to Buy)	\$ 9.41	03/01/2018		M	1,430	<u>(6)</u> 12/07/2025	Common Stock	1,430
Stock Option (Right to Buy)	\$ 3.5	03/01/2018		M	5,312	<u>(7)</u> 01/25/2027	Common Stock	5,312

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Herberts Curt A. III
C/O SANGAMO THERAPEUTICS, INC.
POINT RICHMOND TECH CTR, 501 CANAL
BLVD.
RICHMOND, CA 94804

Sr.VP & Chief Business
Officer

Signatures

/s/ Denise Winn,
Attorney-in-Fact

03/05/2018

__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) All sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 22, 2017.
The price reported is a weighted average price. The shares were sold at prices ranging from \$22.60 to \$23.60 The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Includes (a) 8,375 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; and (b) 6,250 shares subject to restricted stock units granted on December 8, 2015 that will vest on December 8, 2018, subject to the Reporting Person's continued service with the Issuer through such date.
 - (4) Fully vested and exercisable.
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 the December 11, 2014 grant date, 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.
 - (6) 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 the December 8, 2015 grant date, 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.
 - (7) The stock option vested and became exercisable for 25% of the shares upon the Reporting Person's completion of one year of service measured from the January 26, 2017 grant date, and the balance of the shares will vest and become exercisable in 36 successive equal monthly installments upon his completion of each additional month of service thereafter.

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.