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SANGAMO BIOSCIENCES INC  
Form 8-K  
September 30, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 30, 2004

SANGAMO BIOSCIENCES, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

-----  
(State or Other Jurisdiction of Incorporation)

000-30171

68-0359556

-----  
(Commission File Number)

(IRS Employer Identification No.)

501 Canal Blvd, Suite A100

Richmond, California 94804

-----  
(Address of Principal Executive Offices)

(Zip Code)

(510) 970-6000

-----  
(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On September 30, 2004, Sangamo BioSciences Inc. issued a press release announcing that that it has entered into an agreement with LifeScan, Inc., a Johnson & Johnson company (NYSE: JNJ) to provide LifeScan with Sangamo's proprietary zinc finger DNA binding proteins (ZFPs) for use in a program to

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develop therapeutic cell lines as a potential treatment for diabetes. This program also represents Sangamo's first collaboration in the field of regenerative medicine.

A copy of the press release issued by Sangamo BioSciences, Inc. relating to this event is filed as an exhibit to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.

99.1                    Press Release Issued September 30, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: September 30, 2004

SANGAMO BIOSCIENCES, INC.

By: /s/ EDWARD O. LANPHIER II

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Edward O. Lanphier II  
President, Chief Executive Officer