

GENENCOR INTERNATIONAL INC
 Form 4
 December 13, 2004

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 *
 Horn Margaret A

2. Issuer Name and Ticker or Trading Symbol
 GENENCOR INTERNATIONAL INC [GCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 925 PAGE MILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/09/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Counsel, Sect.

PALO ALTO, CA 94304
 (City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$.01 per share					1,183	D	
Common Stock, par value \$.01 per share					1,100	I	By Husband (1)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.7					02/18/2003 02/18/2010	Common Stock, par value \$.01 per share 125,000 ⁽²⁾
Stock Option (Right to Buy)	\$ 9.7					04/27/2003 04/27/2010	Common Stock, par value \$.01 per share 20,000 ⁽²⁾
Stock Option (Right to Buy)	\$ 14.52					⁽³⁾ 06/06/2013	Common Stock, par value \$.01 per share 20,000 ⁽³⁾
Stock Option (Right to Buy)	\$ 15.29					⁽⁴⁾ 06/15/2014	Common Stock, par value \$.01 per share 45,000 ⁽⁴⁾
Stock Option (Right to Buy)	\$ 16.23	12/09/2004		A	60,000 ⁽⁵⁾	⁽⁵⁾ 12/09/2014	Common Stock, par value \$.01 per share 60,000 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

