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GENENCOR INTERNATIONAL INC Form 4 December 13, 2004 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Horn Margaret A Issuer Symbol GENENCOR INTERNATIONAL (Check all applicable) INC [GCOR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 925 PAGE MILL ROAD 12/09/2004 Sr. VP, General Counsel, Sect. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PALO ALTO, CA 94304 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par 1,183 D value \$.01 per share Common By Stock, par 1.100 Ι Husband value \$.01 (1)per share

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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					<u>(3)</u>	06/06/2013	Common Stock, par value \$.01 per share	20,000 (<u>3)</u>
Stock Option (Right to Buy)	\$ 15.29					<u>(4)</u>	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		

Horn Margaret A 925 PAGE MILL ROAD PALO ALTO, CA 94304

Sr. VP, General Counsel, Sect.

Signatures

Mark D. Buri, as Attorney-in-fact for Margaret A. Horn

**Signature of Reporting Person

12/13/2004 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) These shares are owned by Ms. Horn's husband. Ms. Horn disclaims beneficial ownership of these shares.
- (2) This option was previously reported by Ms. Horn.
- (3) This option was previously reported by Ms. Horn. Ms. Horn can exercise this option as follows: 6,665 shares on 6/6/04, 6,666 shares on 6/6/05, 6,669 and shares on 6/6/06.
- (4) This option was previously reported by Ms. Horn. Ms. Horn can exercise this option as follows: 14,998 shares on 6/15/05, 14,998 shares on 6/15/06, and 15,004 shares on 6/15/07.
- (5) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3.
 (5) Ms. Horn can exercise this option as follows: 20,000 shares on 12/09/05, 20,000 on 12/09/06 and 20,000 on 12/09/07.

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.