

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 *
 COBB CAROLE B

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 - Global Supply

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$.01 par value | | | | | 15,906 | D | |
| Common Stock, \$.01 par value | | | | | 1,100 | I | By Husband ⁽¹⁾ |
| Common Stock, \$.01 par value | | | | | 1,200 | I | See Footnotes ⁽¹⁾ ⁽²⁾ |

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

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.77 | | | | | 08/21/2004 | 08/21/2012 | Common Stock, par value \$0.01 per share | 208,794 ⁽³⁾ |
| Stock Option (Right to Buy) | \$ 14.52 | | | | | ⁽⁴⁾ | 06/06/2013 | Common Stock, par value \$0.01 per share | 45,000 ⁽⁴⁾ |
| Stock Option (Right to Buy) | \$ 9.7 | | | | | 01/01/2003 | 02/18/2010 | Common Stock, par value \$0.01 per share | 6,000 ⁽⁵⁾ |
| Stock Option (Right to Buy) | \$ 14.52 | | | | | ⁽⁶⁾ | 06/06/2013 | Common Stock, par value \$0.01 per share | 1,500 ⁽⁶⁾ |
| Stock Option (Right to Buy) | \$ 16.23 | 12/09/2004 | | A | 45,000 ⁽⁷⁾ | ⁽⁷⁾ | 12/09/2014 | Common Stock, par value \$0.01 per share | 45,000 ⁽⁷⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

COBB CAROLE B
925 PAGE MILL ROAD
PALO ALTO, CA 94304

Sr. VP - Global Supply

Signatures

Mark D. Buri, as Attorney-in-fact for Carole B.
Cobb

12/13/2004

__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) Ms. Cobb disclaims beneficial ownership of these shares.
- (2) These shares are held in two custodial accounts (600 shares each) for Ms. Cobb's two daughters. Ms. Cobb no longer has a reportable beneficial interest in 600 shares owned by another daughter that were included in Ms. Cobb's prior ownership reports.
- (3) This option was previously reported by Ms. Cobb.
- (4) This option was previously reported by Ms. Cobb. Ms. Cobb can exercise this option as follows: 15,000 shares on 6/06/04, 15,000 on 6/06/05 and 15,000 on 6/06/06.
- (5) This option is held by Ms. Cobb's husband and was previously reported by Ms. Cobb. Ms. Cobb disclaims beneficial ownership of this option and the underlying shares.

This option is held by Ms. Cobb's husband and was previously reported by Ms. Cobb. Mr. Cobb can exercise this option as follows: 499 shares on 6/06/04, 500 shares on 6/06/05 and 501 shares on 6/06/06. Ms. Cobb disclaims beneficial ownership of this option and the underlying shares.
- (7) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Ms. Cobb can exercise this option as follows: 15,000 shares on 12/09/05, 15,000 on 12/09/06 and 15,000 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.