

GENENCOR INTERNATIONAL INC
 Form 4
 December 16, 2004

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 *
 CANFIELD DARRYL L

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)
 12/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Corporate Controller

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share				(A) or (D) Code V Amount (D) Price	500	I	By Daughter (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 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.7					04/10/2003 04/10/2010	Common Stock, par value \$0.01 per share	50,000 <u>(2)</u>
Stock Option (Right to Buy)	\$ 17.46					03/01/2004 03/10/2011	Common Stock, par value \$0.01 per share	15,000 <u>(2)</u>
Stock Option (Right to Buy)	\$ 14.52					<u>(3)</u> 06/06/2013	Common Stock, par value \$0.01 per share	17,000 <u>(3)</u>
Stock Option (Right to Buy)	\$ 16.23	12/15/2004		A	5,000 <u>(4)</u>	<u>(4)</u> 12/09/2014	Common Stock, par value \$0.01 per share	5,000 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANFIELD DARRYL L 925 PAGE MILL ROAD PALO ALTO, CA 94304			VP, Corporate Controller	

Signatures

Mark D. Buri, as Attorney-in-fact for Darryl L.
Canfield

12/16/2004

__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) Mr. Canfield disclaims beneficial ownership of these shares.

(2) This option was previously reported by Mr. Canfield.

(3) This option was previously reported by Mr. Canfield. Mr. Canfield can exercise this option as follows: 5,666 shares on 6/6/04, 5,666 shares on 6/6/05, 5,668 and shares on 6/6/06.

This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. The number of shares subject to the option, and the rights and obligations of Genencor and Mr. Canfield, were fixed on 12/15/04;

(4) however, the exercise price and vesting schedule have been set as of 12/9/04, which is the date the board approved a pool of options to be allocated among certain non-senior management employees at the discretion of the Senior Vice President of Human Resources. Mr. Canfield can exercise this option as follows: 1,666 shares on 12/09/05, 1,666 on 12/09/06 and 1,668 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.