

GENENCOR INTERNATIONAL INC
 Form 4
 January 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
RIEDEL NORBERT G

(Last) (First) (Middle)

**BAXTER INTERNATIONAL
 INC., ROUTE 120 & WILSON
 ROAD, WG2-3S**

(Street)

ROUND LAKE, IL 60073

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
01/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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) Price | | | |
| Common Stock, \$.01 par value | | | | | 0 | D | |

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

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SEC 1474 (9-02)

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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. 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) | \$ 23.07 | | | | | 10/25/2003 | 10/25/2010 | Common Stock, \$.01 par value | 25,000 <u>(1)</u> |
| Stock Option (Right to Buy) | \$ 15.7 | | | | | 01/02/2005 | 01/02/2012 | Common Stock, \$.01 par value | 10,000 <u>(1)</u> |
| Stock Option (Right to Buy) | \$ 9.86 | | | | | <u>(2)</u> | 01/17/2013 | Common Stock, \$.01 par value | 20,000 <u>(2)</u> |
| Stock Option (Right to Buy) | \$ 15 | | | | | <u>(3)</u> | 01/16/2014 | Common Stock, \$.01 par value | 14,000 <u>(3)</u> |
| Stock Option (Right to Buy) | \$ 16.33 | 01/14/2005 | | A | 14,000 <u>(4)</u> | <u>(4)</u> | 01/14/2015 | Common Stock, \$.01 par value | 14,000 <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIEDEL NORBERT G BAXTER INTERNATIONAL INC. ROUTE 120 & WILSON ROAD, WG2-3S ROUND LAKE, IL 60073 | | X | | |

Signatures

Mark D. Buri, Attorney-in-fact for Norbert G.
Riedel

01/18/2005

__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) This option was previously reported by Dr. Riedel.
- (2) This option was previously reported by Dr. Riedel. Dr. Riedel can exercise this option as follows: 6,666 shares on 1/17/04, 6,667 shares on 1/17/05, and 6,667 shares on 1/17/06.
- (3) This option was previously reported by Dr. Riedel. Dr. Riedel can exercise this option as follows: 4,666 shares on 1/16/05, 4,666 shares on 1/16/06, and 4,668 shares on 1/16/07.
- (4) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Dr. Riedel can exercise this option as follows: 4,666 shares on 1/14/06, 4,666 shares on 1/14/07, and 4,668 shares on 1/14/08.

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.