#### GENENCOR INTERNATIONAL INC

Form 4

December 13, 2004

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

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Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction 30(h) of the Investment Compa

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GOLDSMITH MARK A			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			GENENCOR INTERNATIONAL INC [GCOR]	(Check all applicable)		
(Last) 925 PAGE MII	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2004	Director 10% Owner Selfow) Other (give title Other (specification) below)  Sr. VP Health Care		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PALO ALTO,	CA 94304			Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4)	(A) or (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	\$ 11.73					10/29/2004	10/29/2011	Common Stock, par value \$.01 per share	60,000 (1)
Stock Option (Right to Buy)	\$ 10.09					(2)	11/01/2012	Common Stock, par value \$.01 per share	30,000
Stock Option (Right to Buy)	\$ 14.52					(3)	06/06/2013	Common Stock, par value \$.01 per share	85,000 (3)
Stock Option (Right to Buy)	\$ 16.23	12/09/2004		A	50,000	<u>(4)</u>	12/09/2014	Common Stock, par value \$.01 per share	50,000 (4)

# **Reporting Owners**

Goldsmith

Reporting Owner Name / Address	Relationships						
rioporomy o main rumo, rumoso	Director	10% Owner	Officer	Other			
GOLDSMITH MARK A 925 PAGE MILL ROAD PALO ALTO, CA 94304			Sr. VP Health Care				
Signatures							
Mark D. Buri, as Attorney-in-fa	12/12/2004						

\*\*Signature of Reporting Person Date

Reporting Owners 2

12/13/2004

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## **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. Goldsmith.
- (2) This option was previously reported by Dr. Goldsmith. Dr. Goldsmith can exercise this option as follows: 9,998 shares on 11/01/03, 9,999 shares on 11/01/04 and 10,003 shares on 11/01/05.
- (3) This option was previously reported by Dr. Goldsmith. Dr. Goldsmith can exercise this option as follows: 28,333 on 6/06/04, 28,333 on 6/06/05 and 28,334 on 6/06/06.
- (4) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Dr. Goldsmith can exercise this option as follows: 16,666 shares on 12/09/05, 16,667 on 12/09/06 and 16,667 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.