

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 *
 ARBIGE MICHAEL V

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 - Technology

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, \$.01 par value | | | | (A) or (D) | 30,616 | D | |
| Common Stock, \$.01 par value | | | | (A) or (D) | 1,100 | I | By Wife ⁽¹⁾ |
| Common Stock, \$.01 par value | | | | (A) or (D) | 550 | I | By Daughter ⁽¹⁾ |
| Common Stock, \$.01 par value | | | | (A) or (D) | 550 | I | By Son ⁽¹⁾ |

par value

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)

| 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 | | | | | (2) 08/21/2012 | Common Stock, par value \$0.01 per share | 195,934 (2) | |
| Stock Option (Right to Buy) | \$ 14.52 | | | | | (3) 06/06/2013 | Common Stock, par value \$0.01 per share | 55,000 (3) | |
| Stock Option (Right to Buy) | \$ 16.23 | 12/09/2004 | | A | 50,000 | (4) 12/09/2014 | Common Stock, par value \$0.01 per share | 50,000 (4) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ARBIGE MICHAEL V 925 PAGE MILL ROAD PALO ALTO, CA 94304 | | | Sr. VP - Technology | |

Signatures

Mark D. Buri, as Attorney-in-fact for Michael V.
Arbige

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) Dr. Arbige disclaims beneficial ownership of these shares.
 - (2) This option was previously reported by Dr. Arbige. Dr. Arbige can exercise the option as follows: 65,311 shares on 8/21/02, 65,311 on 8/21/03 and 65,312 on 8/21/04.
 - (3) This option was previously reported by Dr. Arbige. Dr. Arbige can exercise this option as follows: 18,333 shares on 6/06/04, 18,333 on 6/06/05 and 18,334 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. Arbige 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.