

REPLIGEN CORP
Form 4/A
December 19, 2007

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 *
HERLIHY WALTER C

(Last) (First) (Middle)

C/O REPLIGEN CORPORATION, 41 SEYON STREET SUITE 100, BUILDING 1

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REPLIGEN CORP [RGEN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 12/13/2007 | | S(7) | 2,600 D(1) \$ 6.15 | 499,603 | D | |
| Common Stock | 12/13/2007 | | S(8) | 16,850 D(2) \$ 6.14 | 482,753 | D | |
| Common Stock | 12/13/2007 | | S(9) | 8,850 D(3) \$ 6.13 | 473,903 | D | |
| Common Stock | 12/13/2007 | | S(10) | 12,033 D(4) \$ 6.12 | 461,870 | D | |
| Common Stock | 12/13/2007 | | S(11) | 6,467 D(5) \$ 6.11 | 455,403 | D | |

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| | | | | | | | | |
|--------------|------------|-------------------|-------|---|----|-------|---------|---|
| Common Stock | 12/13/2007 | S ⁽¹²⁾ | 600 | D | \$ | 6.105 | 454,803 | D |
| Common Stock | 12/13/2007 | S ⁽¹³⁾ | 2,600 | D | \$ | 6.1 | 452,203 | D |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERLIHY WALTER C C/O REPLIGEN CORPORATION 41 SEYON STREET SUITE 100, BUILDING 1 WALTHAM, MA 02453 | X | | PRESIDENT, CEO | |

Signatures

Walther Herlihy 12/19/2007
 **Signature of Date
 Reporting Person

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) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.

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- (2) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.
- (3) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.
- (4) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.
- (5) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.
- (6) Incorrectly reported these securities as acquired, when in fact they were disposed of as a sale.
- (7) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (8) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (9) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (10) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (11) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (12) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.
- (13) Incorrectly reported this sales transaction code as a "D", when in fact it was an open market sale.

Remarks:

Incorrectly reported the open market sale of the securities as a disposition to issuer in Table 1, Block 3. Incorrectly reported sa

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.