

GENENCOR INTERNATIONAL INC

Form 4

April 22, 2005

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

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RANIERI RICHARD J**

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)  
**04/20/2005**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior VP-Human Resources**

**PALO ALTO, CA 94304**

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, \$.01<br>par value   | 04/20/2005                              |                                                             | U <sup>(1)</sup>                     | 7,000<br><sup>(1)</sup>                                                 | \$<br>19.25 0<br><sup>(1)</sup>                                                                                    | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                                                  |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10.77                                                              | 04/21/2005                              |                                                             | U <sup>(2)</sup>                        | 214,249                                                                                                   | <sup>(2)</sup>                                                 | <sup>(2)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 214,249 <sup>(2)</sup>           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.52                                                              | 04/21/2005                              |                                                             | U <sup>(2)</sup>                        | 45,000 <sup>(2)</sup>                                                                                     | <sup>(2)</sup>                                                 | <sup>(2)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 45,000 <sup>(2)</sup>            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.23                                                              | 04/21/2005                              |                                                             | U <sup>(2)</sup>                        | 45,000 <sup>(2)</sup>                                                                                     | <sup>(2)</sup>                                                 | <sup>(2)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 45,000 <sup>(2)</sup>            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| RANIERI RICHARD J<br>925 PAGE MILL ROAD<br>PALO ALTO, CA 94304 | Senior VP-Human Resources        |

## Signatures

Mark D. Buri, Attorney-in-fact for Richard J. Ranieri 04/21/2005

\_\_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).

On 1/27/05, Genencor International, Inc. (the "Company"), Danisco A/S ("Danisco") and DH Subsidiary Inc., an indirect wholly-owned subsidiary of Danisco ("Acquisition Sub") entered into an Acquisition Agreement (the "Acquisition Agreement") providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company not otherwise owned by Danisco or its subsidiaries for \$19.25 per share, to be followed by a merger of Acquisition Sub with and into the Company, with the Company to continue as the surviving corporation. These shares were accepted in the closing of the tender offer on 4/20/05.

(2)

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Pursuant to the terms of the Acquisition Agreement, as of the effective time of the merger (5:00 PM EST on 4/21/05), these options will be cancelled and Mr. Ranieri will be entitled to receive a cash payment in an amount equal to the difference between \$19.25 (for options issued under the Company's Stock Option and Stock Appreciation Right Plan) or \$19.27 (for options issued under the Company's 2002 Omnibus Incentive Plan) and the exercise price per share under the option multiplied by the number of shares covered by the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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