

GENENCOR INTERNATIONAL INC

Form 4

April 22, 2005

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

OMB APPROVAL

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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 *
RIEDEL NORBERT G

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2005

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

ROUND LAKE, IL 60073

(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 Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	04/20/2005		U ⁽¹⁾	300 ⁽¹⁾	D		
				(A) or (D)	Price \$ 19.25	0	
					⁽¹⁾		

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

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information contained in this form are not
required to respond unless the form
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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)	8. Pr Deriv Secur (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	04/21/2005		U(2)	25,000 (2)	(2) (2)	Common Stock, \$0.01 par value	25,000 (2)
Stock Option (Right to Buy)	\$ 15.7	04/21/2005		U(2)	10,000 (2)	(2) (2)	Common Stock, \$0.01 par value	10,000 (2)
Stock Option (Right to Buy)	\$ 9.86	04/21/2005		U(2)	20,000 (2)	(2) (2)	Common Stock, \$0.01 par value	20,000 (2)
Stock Option (Right to Buy)	\$ 15	04/21/2005		U(2)	14,000 (2)	(2) (2)	Common Stock, \$0.01 par value	14,000 (2)
Stock Option (Right to Buy)	\$ 16.33	04/21/2005		U(2)	14,000 (2)	(2) (2)	Common Stock, \$0.01 par value	14,000 (2)

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

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

(1) 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.

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 Dr. Riedel will be entitled to receive a cash payment in an amount equal to the difference between \$19.25 (for options

(2) 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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