

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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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 *
 Horn Margaret A

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, General Counsel, Sect.

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 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, par value \$.01 per share					1,183	D	
Common Stock, par value \$.01 per share					1,100	I	By Husband (1)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.7					02/18/2003	02/18/2010	Common Stock, par value \$0.01 per share	125,000 ⁽²⁾
Stock Option (Right to Buy)	\$ 9.7					04/27/2003	04/27/2010	Common Stock, par value \$0.01 per share	20,000 ⁽²⁾
Stock Option (Right to Buy)	\$ 14.52					⁽³⁾	06/06/2013	Common Stock, par value \$0.01 per share	20,000 ⁽³⁾
Stock Option (Right to Buy)	\$ 15.29					⁽⁴⁾	06/15/2014	Common Stock, par value \$0.01 per share	45,000 ⁽⁴⁾
Stock Option (Right to Buy)	\$ 16.23	12/09/2004		A	60,000 ⁽⁵⁾	⁽⁵⁾	12/09/2014	Common Stock, par value \$0.01 per share	60,000 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Horn Margaret A
925 PAGE MILL ROAD
PALO ALTO, CA 94304

Sr. VP, General Counsel, Sect.

Signatures

Mark D. Buri, as Attorney-in-fact for Margaret A.
Horn

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) These shares are owned by Ms. Horn's husband. Ms. Horn disclaims beneficial ownership of these shares.
 - (2) This option was previously reported by Ms. Horn.
 - (3) This option was previously reported by Ms. Horn. Ms. Horn can exercise this option as follows: 6,665 shares on 6/6/04, 6,666 shares on 6/6/05, 6,669 and shares on 6/6/06.
 - (4) This option was previously reported by Ms. Horn. Ms. Horn can exercise this option as follows: 14,998 shares on 6/15/05, 14,998 shares on 6/15/06, and 15,004 shares on 6/15/07.
 - (5) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Ms. Horn can exercise this option as follows: 20,000 shares on 12/09/05, 20,000 on 12/09/06 and 20,000 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.