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NOVO NORDISK A S  
Form 6-K/A  
December 15, 2004

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

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FORM 6-K/A

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REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

DECEMBER 15, 2004

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NOVO NORDISK A/S  
(Exact name of Registrant as specified in its charter)

NOVO ALLE  
DK-2880, BAGSVAERD  
DENMARK  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g-32(b): 82-\_\_\_\_\_

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This amendment Form 6-K/A filing is being made due to a missing cover page and signature page, the original filing was timely filed on August 31, 2004

HOLDING OF NOVO NORDISK SHARES BY THE MEMBERS OF THE BOARD OF DIRECTORS, OF EXECUTIVE MANAGEMENT AND ALL INSIDERS AND CONNECTED PERSONS AS PER 26 AUGUST

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2004

IN ACCORDANCE WITH SECTION 37 OF THE DANISH SECURITIES TRADING ACT, NOVO NORDISK IS REQUIRED ON A QUARTERLY BASIS AFTER THE CLOSURE OF THE TRADING WINDOW TO PUBLISH HOLDINGS OF NOVO NORDISK SHARES AS REPORTED BY INSIDERS TO NOVO NORDISK.

Please find on the next pages the holding of the Novo Nordisk shares and Novo Nordisk share options as of the closure of the trading window as reported to Novo Nordisk.

### THE SHARE PORTFOLIO

	HOLDING OF SHARES 14 MAY 2004	MOVEMENTS SINCE 14 MAY 2004		PORTFOLIO AS PER 26 AUGUST 2004	
		BOUGHT	SOLD	TOTAL SHAREHOLDING NUMBER OF SHARES	MARKET SHAREHOLDING
<b>BOARD OF DIRECTORS:</b>					
Mads Ovlisen	17,330	0	0	17,330	5,
Sten Scheibye	400	0	0	400	
Kurt Briner	2,400	0	0	2,400	
Johnny Henriksen	300	0	0	300	
Niels Jacobsen	11,000	0	0	11,000	3,
Ulf J. Johansson	0	0	0	0	
Anne Marie Kverneland	1,600	0	0	1,600	
Kurt Anker Nielsen	27,440	0	3,000	24,440	7,
Stig Strobaek	400	0	0	400	
Jorgen Wedel	5,555	0	0	5,555	1,
<b>BOARD OF DIRECTORS IN TOTAL:</b>	<b>66,425</b>	<b>0</b>	<b>3,000</b>	<b>63,425</b>	<b>20,</b>
<b>EXECUTIVE MANAGEMENT:</b>					
Lars Rebien Sorensen	3,800	0	0	3,800	1,
Jesper Brandgaard	5,545	0	0	5,545	1,
Lars Almbloom Jorgensen	8,690	0	0	8,775	2,
Lise Kingo	1,555	0	0	1,555	
Kare Schultz	5,000	0	0	5,000	1,
Mads Krogsgaard Thomsen	8,835	0	8,735	100	
<b>EXECUTIVE MANAGEMENT IN TOTAL:</b>	<b>33,425</b>	<b>0</b>	<b>8,735</b>	<b>24,690</b>	<b>7,</b>
<b>ALL INSIDERS AND CONNECTED PERSONS IN TOTAL:</b>				<b>647,135</b>	<b>208,</b>

For background information and definitions, please see below.

### THE SHARE OPTION PORTFOLIO - BOARD OF DIRECTORS

GRANTED	EXERCISE PERIOD	OPTIONS	EXERCISED	OUTSTANDING	E
		OUTSTANDING 14 MAY 2004	SINCE 14 MAY 2004	26 AUGUST 2004	

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1999	2003-08	19,500	0	19,500
2000	2004-07	95,920	0	95,920
2000	2004-09	21,000	0	21,000
TOTAL		136,420	0	136,420

### THE SHARE OPTION PORTFOLIO - EXECUTIVE MANAGEMENT

GRANTED	EXERCISE PERIOD	OPTIONS	EXERCISED	OUTSTANDING
		OUTSTANDING 14 MAY 2004	SINCE 14 MAY 2004	26 AUGUST 2004
1998	2001-06	10,500	0	10,500
1998	2002-07	17,000	0	17,000
1999	2003-08	37,500	0	37,500
2000	2004-07	200,140	0	200,140
2000	2004-09	35,000	0	35,000
2001	2005-10	47,500	0	47,500
2003	2007-12	70,000	0	70,000
TOTAL		417,640	0	417,640

### BACKGROUND INFORMATION AND DEFINITIONS RE HOLDING OF SHARES:

#### WHAT IS THE TRADING WINDOW?

Novo Nordisk's internal rules on trading in Novo Nordisk securities permit trading in such securities by insiders and connected persons in the 15-calendar-day period following each quarterly announcement.

#### WHO ARE ALL INSIDERS AND CONNECTED PERSONS?

Insiders at Novo Nordisk are defined as members of the Board of Directors, members of Executive Management, senior vice presidents and all employees reporting directly to them, all employees in Corporate Legal, Corporate Finance, Investor Relations and Corporate Communications, elected auditors and their deputies as well as certain other employees who by the general counsel have been categorised as insiders. Further, insiders include the following from Novo Nordisk's parent organisation, Novo A/S, and the Novo Nordisk Foundation: members of the Board of Directors, members of Management and other employees who have access to inside information re Novo Nordisk, as well as elected auditors. The insider register at Novo Nordisk comprises a total of approximately 500 people including directors, executives and employees.

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This group's reported trading in the Novo Nordisk share also includes trading undertaken by insiders' spouses/cohabitants or children under the age of 18 as well as any company, foundation and/or other businesses controlled by the insider, his/her spouse/cohabitant and/or children under the age of 18 (connected persons). This brings the group to a total of approximately 1,500-2,000 members.

### WHAT ARE ID CODE AND SHARES?

The ID code DK001028081 is the code (ISIN) of the Novo Nordisk share on the Copenhagen Stock Exchange. Shares include shares listed on the Copenhagen Stock Exchange and London Stock Exchange as well as ADRs listed on New York Stock Exchange, except for ADRs held in 401(k) retirement plan by US-based employees.

### WHAT ARE MOVEMENTS?

Movements comprise shares purchased or otherwise acquired and shares sold or otherwise disposed of. Movements further comprise shareholdings of members of the Board of Directors and/or members of Executive Management taking office during the period under review.

### WHAT IS MARKET VALUE OF THE TOTAL SHAREHOLDING?

The market value is the total shareholding of the members of the Board of Directors, of the members of Executive Management and of the insiders and connected persons as a group, respectively, multiplied by the closing share price on the Copenhagen Stock Exchange on 25 August 2004 of DKK 322.

### BACKGROUND INFORMATION AND DEFINITIONS RE HOLDING OF OPTIONS:

As far as options granted in 2000 are concerned, please note that the options granted with an exercise period of 2004-07 relates to the combined 'share investment scheme' and 'option grant scheme' launched in connection with the demerger of Novozymes.

### WHAT IS MARKET VALUE OF OPTIONS?

The calculation of market values of the options is based on the Black-Scholes option-pricing model. The closing price on the Copenhagen Stock Exchange on 25 August 2004 of DKK 322 is used.

Novo Nordisk is a healthcare company and a world leader in diabetes care. The company has the broadest diabetes product portfolio in the industry, including the most advanced products within the area of insulin delivery systems. In addition, Novo Nordisk has a leading position within areas such as haemostasis management, growth hormone therapy and hormone replacement therapy. Novo Nordisk manufactures and markets pharmaceutical products and services that make a significant difference to patients, the medical profession and society. With headquarters in Denmark, Novo Nordisk employs approximately 18,800 full-time employees in 69 countries, and markets its products in 179 countries. Novo Nordisk's B shares are listed on the stock exchanges in Copenhagen and London. Its ADRs are listed on the New York Stock Exchange under the symbol 'NVO'. For more information, visit [novonordisk.com](http://novonordisk.com).

For further information please contact:

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Stock Exchange Announcement No 54 / 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

Date: DECEMBER 15, 2004

NOVO NORDISK A/S

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Lars Rebien Sorensen,  
President and Chief Executive Officer