GENENCOR INTERNATIONAL INC
Form 5
February 11, 2005

FORM 5

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

ANNUAL 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

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
RIEDEL NORBERT G

(Last) (First) (Middle)

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

(Street)

ROUND LAKE,Â ILÂ 60073

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, $.01 par value	Â	Â	3	Â	Â	Â	Â	D	Â
Common Stock, $.01 par	11/29/2000	Â	P4	200	A	$ 18.875	300	D (1)	Â

value

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

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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. D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 23.07	Â	Â	Â	Â	Â	10/25/2003	10/25/2010	Common Stock, $.01 par value	25,000 (2)	
Stock Option (Right to Buy)	$ 15.7	Â	Â	Â	Â	Â	01/02/2005	01/02/2012	Common Stock, $.01 par value	10,000 (2)	
Stock Option (Right to Buy)	$ 9.86	Â	Â	Â	Â	Â	Â (3)	01/17/2013	Common Stock, $.01 par value	20,000 (3)	
Stock Option (Right to Buy)	$ 15	Â	Â	Â	Â	Â	Â (4)	01/16/2014	Common Stock, $.01 par value	14,000 (4)	
Stock Option (Right to Buy)	$ 16.33	Â	Â	Â	Â	Â	Â (5)	01/14/2015	Common Stock, $.01 par value	14,000 (5)	

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,Â ILÂ 60073	Â X	Â	Â	Â

Signatures

Christopher F. Liucci, Attorney-in-fact for Norbert G. Riedel	02/11/2005
**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).

(1) These shares are held jointly by Dr. Riedel and his wife.

(2) This option was previously reported by Dr. Riedel.

(3) This option was previously reported by Dr. Riedel. Dr. Riedel can exercise this option as follows: 6,666 shares on 1/17/04, 6,667 shares on 1/17/05, and 6,667 shares on 1/17/06.

(4) This option was previously reported by Dr. Riedel. Dr. Riedel can exercise this option as follows: 4,666 shares on 1/16/05, 4,666 shares on 1/16/06, and 4,668 shares on 1/16/07.

(5) This option was previously reported by Dr. Riedel. Dr. Riedel can exercise this option as follows: 4,666 shares on 1/14/06, 4,666 shares on 1/14/07, and 4,668 shares on 1/14/08.

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