

GENENCOR INTERNATIONAL INC

Form 4

December 13, 2004

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSMITH MARK 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
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP Health Care

PALO ALTO, CA 94304

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, \$.01 par value			Code V	Amount (D) Price	0	D	

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

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(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 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)	\$ 11.73							10/29/2004	10/29/2011	Common Stock, par value \$.01 per share	60,000 <u>(1)</u>
Stock Option (Right to Buy)	\$ 10.09							<u>(2)</u>	11/01/2012	Common Stock, par value \$.01 per share	30,000 <u>(2)</u>
Stock Option (Right to Buy)	\$ 14.52							<u>(3)</u>	06/06/2013	Common Stock, par value \$.01 per share	85,000 <u>(3)</u>
Stock Option (Right to Buy)	\$ 16.23	12/09/2004		A		50,000		<u>(4)</u>	12/09/2014	Common Stock, par value \$.01 per share	50,000 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDSMITH MARK A 925 PAGE MILL ROAD PALO ALTO, CA 94304	Sr. VP Health Care

Signatures

Mark D. Buri, as Attorney-in-fact for Mark A. Goldsmith 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) This option was previously reported by Dr. Goldsmith.
- (2) This option was previously reported by Dr. Goldsmith. Dr. Goldsmith can exercise this option as follows: 9,998 shares on 11/01/03, 9,999 shares on 11/01/04 and 10,003 shares on 11/01/05.
- (3) This option was previously reported by Dr. Goldsmith. Dr. Goldsmith can exercise this option as follows: 28,333 on 6/06/04, 28,333 on 6/06/05 and 28,334 on 6/06/06.
- (4) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Dr. Goldsmith can exercise this option as follows: 16,666 shares on 12/09/05, 16,667 on 12/09/06 and 16,667 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.

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