

RYAN THOMAS F JR

Form 4

May 15, 2013

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RYAN THOMAS F JR

(Last) (First) (Middle)

C/O REPLIGEN  
CORPORATION, 41 SEYON  
STREET, BLDG 1, STE 100

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
REPLIGEN CORP [RGEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/13/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2013		M	39,000	A \$ 7.56	100,038	D
Common Stock	05/13/2013		S	39,000	D \$ 9.0419 (1)	61,038	D
Common Stock	05/13/2013		M	15,000	A \$ 1.91	76,038	D
Common Stock	05/13/2013		S	15,000	D \$ 9.0419 (1)	61,038	D

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Common Stock	05/14/2013	M	15,000	A	\$ 3.38	76,038	D
Common Stock	05/14/2013	S	15,000	D	\$ <u>8.9311</u> (2)	61,038	D
Common Stock	05/14/2013	M	116	A	\$ 3.1	61,154	D
Common Stock	05/14/2013	S	116	D	\$ 8.95	61,038	D
Common Stock	05/14/2013	S	428	D	\$ 9.05	60,610	D
Common Stock	05/14/2013	S	1,611	D	\$ 9.07	58,999	D
Common Stock	05/15/2013	M	14,884	A	\$ 3.1	73,883	D
Common Stock	05/15/2013	S	14,884	D	\$ <u>8.9642</u> (3)	58,999	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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)	\$ 7.56	05/13/2013		M	39,000	09/10/2004 09/10/2013	Common Stock 39,000
Stock Option (Right to	\$ 1.91	05/13/2013		M	15,000	09/21/2005 09/21/2014	Common Stock 15,000

Buy)

Stock Option (Right to Buy)	\$ 3.38	05/14/2013	M	15,000	09/15/2006	09/15/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 3.1	05/14/2013	M	116	09/15/2007	09/15/2016	Common Stock	116
Stock Option (Right to Buy)	\$ 3.1	05/15/2013	M	14,884	09/15/2007	09/15/2016	Common Stock	14,884

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN THOMAS F JR C/O REPLIGEN CORPORATION 41 SEYON STREET, BLDG 1, STE 100 WALTHAM, MA 02453		X		

## Signatures

/s/ William J. Kelly (Attorney in  
Fact) 05/15/2013

\_\_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).

\$9.0419 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.03 to \$9.06, inclusive. The  
(1) reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

\$8.9311 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.90 to \$8.96, inclusive. The  
(2) reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

\$8.9642 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.95 to \$9.01, inclusive. The  
(3) reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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