

COZADD BRUCE C
Form 4
January 18, 2005

FORM 4

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

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).

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 *
COZADD BRUCE C

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2005

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

C/O GENENCOR INTERNATIONAL, INC., 925 PAGE MILL ROAD

(Street)

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

PALO ALTO, CA 94304

(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, \$.01 par value | | | | | 0 | D | |

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) | \$ 23.07 | | | | | 10/25/2003 | 10/25/2010 | Common Stock, \$.01 par value | 25,000 <u>(1)</u> |
| Stock Option (Right to Buy) | \$ 15.7 | | | | | 01/02/2005 | 01/02/2012 | Common Stock, \$.01 par value | 10,000 <u>(1)</u> |
| Stock Option (Right to Buy) | \$ 9.86 | | | | | <u>(2)</u> | 01/17/2013 | Common Stock, \$.01 par value | 20,000 <u>(2)</u> |
| Stock Option (Right to Buy) | \$ 15 | | | | | <u>(3)</u> | 01/16/2014 | Common Stock, \$.01 par value | 14,000 <u>(3)</u> |
| Stock Option (Right to Buy) | \$ 16.33 | 01/14/2005 | | A | 14,000 <u>(4)</u> | <u>(4)</u> | 01/14/2015 | Common Stock, \$.01 par value | 14,000 <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COZADD BRUCE C C/O GENENCOR INTERNATIONAL, INC. 925 PAGE MILL ROAD PALO ALTO, CA 94304 | X | | | |

Signatures

Mark D. Buri, Attorney-in-fact for Bruce C.
Cozadd

01/18/2005

__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) This option was previously reported by Mr. Cozadd.
- (2) This option was previously reported by Mr. Cozadd. Mr. Cozadd 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.
- (3) This option was previously reported by Mr. Cozadd. Mr. Cozadd 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.
- (4) This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Mr. Cozadd 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 is insufficient, *see* Instruction 6 for procedure.

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