

GENENCOR INTERNATIONAL INC
 Form 5
 February 11, 2005

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

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

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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

(Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

ROUND LAKE, IL 60073

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.01 par value			3					D	
Common Stock, \$.01 par	11/29/2000		P4	200	A	\$ 18.875	300	D (1)	

value

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)

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. 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 <u>(2)</u>
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 <u>(2)</u>
Stock Option (Right to Buy)	\$ 9.86	Â	Â	Â	Â Â Â	Â <u>(3)</u> 01/17/2013	Common Stock, \$.01 par value	20,000 <u>(3)</u>
Stock Option (Right to Buy)	\$ 15	Â	Â	Â	Â Â Â	Â <u>(4)</u> 01/16/2014	Common Stock, \$.01 par value	14,000 <u>(4)</u>
Stock Option (Right to Buy)	\$ 16.33	Â	Â	Â	Â Â Â	Â <u>(5)</u> 01/14/2015	Common Stock, \$.01 par value	14,000 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIEDEL NORBERT G
BAXTER INTERNATIONAL INC.
ROUTE 120 & WILSON ROAD, WG2-3S X A A A
ROUND LAKE, IL 60073

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