

DAY BARBARA BURNIM
Form 4
January 27, 2006

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 *
DAY BARBARA BURNIM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O REPLIGEN CORPORATION, 41 SEYON STREET, BUILDING 1, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2005

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Vice President

WALTHAM, MA 02453

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

(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. 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)
				V	Amount or Price (A) or (D)			
Common stock	12/27/2005		M	8,000	A \$ 2.66	10,000	D	
Common Stock	12/27/2005		S	8,000	D \$ 3.5	2,000	D	
Common Stock	01/19/2006		M	2,000	A \$ 3.05	4,000	D	
Common Stock	01/20/2006		M	600	A \$ 3.24	2,600	D	
Common Stock	01/24/2006		M	3,900	A \$ 3.24	5,900	D	

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Common Stock	01/19/2006	S	2,000	D	\$ 4.11	2,000	D
Common Stock	01/20/2006	S	600	D	\$ 4.24	2,000	D
Common Stock	01/24/2006	S	3,900	D	\$ 4.24	2,000	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)

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock option (right to buy)	\$ 2.66	12/27/2005		M	8,000	04/03/2002 ⁽²⁾	04/03/2011	Common Stock	8,000
Stock Option Right to buy	\$ 3.05	01/19/2006		M	2,000	04/20/2005 ⁽³⁾	04/20/2014	Common Stock	2,000
Stock Option Right to buy	\$ 3.24	01/20/2006		M	600	04/11/2003 ⁽¹⁾	04/11/2012	Common Stock	600
Stock Option right to buy	\$ 3.24	01/24/2006		M	3,900	04/11/2003 ⁽¹⁾	04/11/2012	Common Stock	3,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAY BARBARA BURNIM C/O REPLIGEN CORPORATION 41 SEYON STREET, BUILDING 1, SUITE 100 WALTHAM, MA 02453				Former Vice President

Signatures

/s/ Barbara
Burnim Day

01/27/2006

**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) Options to acquire 1500 shares became exercisable on each of 4/11/03, 4/11/04 and 4/11/05
 - (2) Options to acquire 2000 shares became exercisable on each of 4/3/02; 4/3/03; 4/3/04 and 4/3/05
 - (3) Options to acquire 2000 shares became exercisable on 4/20/05

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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