

GENENCOR INTERNATIONAL INC  
Form 4  
April 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PEKICH THOMAS J**

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)  
**04/20/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Group VP-Bioproducs**

**PALO ALTO, CA 94304**

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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock, \$.01 par value   | 04/20/2005                           |  | U(1)                           |   | 10,683 (1) \$ 19.25 (1) 0   | D  |   |
| Common Stock, \$.01 par value   | 04/21/2005                           |  | U(2)                           |   | 8,100 (2) \$ 19.25 (2) 0  | D  |   |
| Common Stock, \$.01 par value   | 04/20/2005                           |  | U(1)                           |   | 1,100 (1) \$ 19.25 (1) 0  | I  | By Wife   |
| Common Stock, \$.01             | 04/20/2005                           |  | U(1)                           |   | 1,100 (1) \$ 19.25  | I  | Custodian for   |

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|                               |            |  |                  |                     |            |                          |                        |
|-------------------------------|------------|--|------------------|---------------------|------------|--------------------------|------------------------|
| par value                     |            |  |                  |                     | <u>(1)</u> |                          | Daughter               |
| Common Stock, \$.01 par value | 04/20/2005 |  | U <sup>(1)</sup> | 1,100<br><u>(1)</u> | D          | \$ 19.25 0<br><u>(1)</u> | I<br>Custodian for Son |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Stock Option (Right to Buy)                | \$ 10.77   | 04/21/2005                           |  | U <sup>(3)</sup>               | 206,817<br><u>(3)</u>   | <u>(3)</u> <u>(3)</u>                                    | Common Stock, par value \$.01 per share                       | 206,817<br><u>(3)</u>         |
| Stock Option (Right to Buy)                | \$ 14.52   | 04/21/2005                           |  | U <sup>(3)</sup>               | 52,000<br><u>(3)</u>  | <u>(3)</u> <u>(3)</u>                                    | Common Stock, par value \$.01 per share                       | 52,000<br><u>(3)</u>          |
| Stock Option (Right to Buy)                | \$ 16.23   | 04/21/2005                           |  | U <sup>(3)</sup>               | 60,000<br><u>(3)</u>  | <u>(3)</u> <u>(3)</u>                                    | Common Stock, par value \$.01 per share                       | 60,000<br><u>(3)</u>          |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| PEKICH THOMAS J<br>925 PAGE MILL ROAD<br>PALO ALTO, CA 94304 |               |           | Group VP-Bioproducts |       |

## Signatures

Mark D. Buri, Attorney-in-fact for Thomas J.  
Pekich

04/21/2005

\_\_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).

On 1/27/05, Genencor International, Inc. (the "Company"), Danisco A/S ("Danisco") and DH Subsidiary Inc., an indirect wholly-owned subsidiary of Danisco ("Acquisition Sub") entered into an Acquisition Agreement (the "Acquisition Agreement") providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company not otherwise owned by Danisco or its subsidiaries for \$19.25 per share, to be followed by a merger of Acquisition Sub with and into the Company, with the Company to continue as the surviving corporation. These shares were accepted in the closing of the tender offer on 4/20/05.

(1) Pursuant to the terms of the Acquisition Agreement, as of the effective time of the merger (5:00 PM EST on 4/21/05) (the "Effective Time of the Merger"), these restricted stock units will be cancelled and Mr. Pekich will be entitled to receive a cash payment in an amount equal to the number of restricted stock units credited to his account immediately before the Effective Time of the Merger multiplied by \$19.25.

(2) Pursuant to the terms of the Acquisition Agreement, as of the Effective Time of the Merger, these options will be cancelled and Mr. Pekich will be entitled to receive a cash payment in an amount equal to the difference between \$19.25 (for options issued under the Company's Stock Option and Stock Appreciation Right Plan) or \$19.27 (for options issued under the Company's 2002 Omnibus Incentive Plan) and the exercise price per share under the option multiplied by the number of shares covered by the option.

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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