

GENENCOR INTERNATIONAL INC

Form 4

April 22, 2005

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSMITH MARK A**

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)

PALO ALTO, CA 94304

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/20/2005

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. VP Health Care

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 Indirect Beneficial Ownership (Instr. 4) |                               |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount               | (A) or (D) | Price                                                                                         |                                                          |                                                       |                               |
| Common Stock, \$.01 par value   | 02/09/2005                           |                                                    | W                              | V                                                                 | 1,308 <sup>(1)</sup> | A          | \$ 0                                                                                          | 1,308 <sup>(1)</sup>                                     | I                                                     | By a Trust - See Footnote (1) |
| Common Stock, \$.01 par value   | 04/20/2005                           |                                                    | U <sup>(2)</sup>               |                                                                   | 1,308 <sup>(2)</sup> | D          | \$ 19.25 <sup>(2)</sup>                                                                       | 0                                                        | I                                                     | By a Trust - See Footnote (1) |

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**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secur<br>(Instr                   |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 11.73                                                              | 04/21/2005                              |                                                             | U <sup>(3)</sup>                        | 60,000<br><sup>(3)</sup>                                                                                     | <sup>(3)</sup>                                                 | <sup>(3)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 60,000<br><sup>(3)</sup>            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10.09                                                              | 04/21/2005                              |                                                             | U <sup>(3)</sup>                        | 30,000<br><sup>(3)</sup>                                                                                     | <sup>(3)</sup>                                                 | <sup>(3)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 30,000<br><sup>(3)</sup>            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.52                                                              | 04/21/2005                              |                                                             | U <sup>(3)</sup>                        | 85,000<br><sup>(3)</sup>                                                                                     | <sup>(3)</sup>                                                 | <sup>(3)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 85,000<br><sup>(3)</sup>            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.23                                                              | 04/21/2005                              |                                                             | U <sup>(3)</sup>                        | 50,000<br><sup>(3)</sup>                                                                                     | <sup>(3)</sup>                                                 | <sup>(3)</sup>                                                      | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 50,000<br><sup>(3)</sup>            |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                    |
|---------------------------------------------------------------|----------------------------------|
|                                                               | Director 10% Owner Officer Other |
| GOLDSMITH MARK A<br>925 PAGE MILL ROAD<br>PALO ALTO, CA 94304 | Sr. VP Health Care               |

## Signatures

Mark D. Buri, Attorney-in-fact for Mark A.  
Goldsmith

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).

- (1) On 02/09/05, upon the death of the previous beneficial owner, Dr. Goldsmith acquired beneficial ownership of these shares as successor trustee and one-third beneficiary of a trust that held 1,308 shares of Genencor International, Inc. common stock.

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

- (2) 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.

- (3) Pursuant to the terms of the Acquisition Agreement, as of the effective time of the merger (5:00 PM EST on 4/21/05), these options will be cancelled and Dr. Goldsmith 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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