

GENENCOR INTERNATIONAL INC  
 Form 4  
 December 16, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 CANFIELD DARRYL L

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)  
 12/15/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Corporate Controller

PALO ALTO, CA 94304  
 (City) (State) (Zip)

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

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$.01 per share |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                | 500   | I  | By Daughter (1)                                       |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 9.7   |                                      |  |                                |   | 04/10/2003 04/10/2010                                    | Common Stock, par value \$0.01 per share                      | 50,000<br><u>(2)</u>          |
| Stock Option (Right to Buy)                | \$ 17.46   |                                      |  |                                |   | 03/01/2004 03/10/2011                                    | Common Stock, par value \$0.01 per share                      | 15,000<br><u>(2)</u>          |
| Stock Option (Right to Buy)                | \$ 14.52   |                                      |  |                                |   | <u>(3)</u> 06/06/2013                                    | Common Stock, par value \$0.01 per share                      | 17,000<br><u>(3)</u>          |
| Stock Option (Right to Buy)                | \$ 16.23   | 12/15/2004                           |  | A                              | 5,000<br><u>(4)</u>   | <u>(4)</u> 12/09/2014                                    | Common Stock, par value \$0.01 per share                      | 5,000<br><u>(4)</u>           |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships  |
|--|--|
| CANFIELD DARRYL L<br>925 PAGE MILL ROAD<br>PALO ALTO, CA 94304 | Director 10% Owner Officer<br>VP, Corporate Controller |

## Signatures

Mark D. Buri, as Attorney-in-fact for Darryl L.  
Canfield

12/16/2004

\_\_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) Mr. Canfield disclaims beneficial ownership of these shares.

(2) This option was previously reported by Mr. Canfield.

(3) This option was previously reported by Mr. Canfield. Mr. Canfield can exercise this option as follows: 5,666 shares on 6/6/04, 5,666 shares on 6/6/05, 5,668 and shares on 6/6/06.

This option was granted under the Genencor International, Inc. 2002 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. The number of shares subject to the option, and the rights and obligations of Genencor and Mr. Canfield, were fixed on 12/15/04;

(4) however, the exercise price and vesting schedule have been set as of 12/9/04, which is the date the board approved a pool of options to be allocated among certain non-senior management employees at the discretion of the Senior Vice President of Human Resources. Mr. Canfield can exercise this option as follows: 1,666 shares on 12/09/05, 1,666 on 12/09/06 and 1,668 on 12/09/07.

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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