

GENENCOR INTERNATIONAL INC

Form 5

February 11, 2005

FORM 5**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).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RIEDEL NORBERT G

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
GENENCOR INTERNATIONAL
INC [GCOR]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)BAXTER INTERNATIONAL
INC.,Â 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,Â ILÂ 60073

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	Â	Â	3	Â Â Â	Â	D	Â
Common Stock, \$.01 par	11/29/2000	Â	P4	200 A \$ 18.875	300	D <u>(1)</u>	Â

value

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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