

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)

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

(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

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

WALTHAM, MA 02453

(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) |
|---------------------------------|--------------------------------------|--|--------------------|---|------------------------------|---|--|-----------------------------------|
|                                 |                                      |  |                    | Code  | 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.

**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 (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                      | Amount or Number of Shares |
| Stock option (right to buy)                | \$ 2.66  | 12/27/2005                           |  | M                              | 8,000  | 04/03/2002 <sup>(2)</sup> 04/03/2011                     | Common Stock  | 8,000                      |                            |
| Stock Option Right to buy                  | \$ 3.05  | 01/19/2006                           |  | M                              | 2,000  | 04/20/2005 <sup>(3)</sup> 04/20/2014                     | Common Stock  | 2,000                      |                            |
| Stock Option Right to buy                  | \$ 3.24  | 01/20/2006                           |  | M                              | 600  | 04/11/2003 <sup>(1)</sup> 04/11/2012                     | Common Stock  | 600                        |                            |
| Stock Option right to buy                  | \$ 3.24  | 01/24/2006                           |  | M                              | 3,900  | 04/11/2003 <sup>(1)</sup> 04/11/2012                     | Common Stock  | 3,900                      |                            |

## Reporting Owners

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

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