

GENENCOR INTERNATIONAL INC  
Form 5  
February 11, 2005

# FORM 5

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).  
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

1. Name and Address of Reporting Person \*  
RIEDEL NORBERT G

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
GENENCOR INTERNATIONAL INC [GCOR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BAXTER INTERNATIONAL INC., 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, IL 60073

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------|--|--|-----------------------------------|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price     |  |  |                                   |
| 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 (1)  | Â                                 |

value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RIEDEL NORBERT G  
BAXTER INTERNATIONAL INC.  
ROUTE 120 & WILSON ROAD, WG2-3S  
ROUND LAKE, IL 60073

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## 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.