

GENENCOR INTERNATIONAL INC
 Form 4
 April 22, 2005

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 *
 DANISCO A/S /FI

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)
 LANGEBROGADE 1, P.O. BOX 17
 (Street)

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

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

DK-1001 COPENHAGEN K, G7

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

(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 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, \$0.01 par value | 04/20/2005 | | P | | 8,670,529 | A | \$ 19.25 | 33,670,529 | I (1) (2) (3) | See footnote 1. (1) |
| Common Stock, \$0.01 par value | 04/21/2005 | | P | | 25,000,000 | A | \$ 15 | 58,670,529 | I (1) (3) (4) | See footnote 1. (1) |
| Series A Preferred Stock, no par value | 04/21/2005 | | P | | 485 | A | \$ 90,721.65 | 970 | I (3) (4) (5) | See footnote 5. (5) |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DANISCO A/S /FI LANGEBROGADE 1 P.O. BOX 17 DK-1001 COPENHAGEN K, G7 | | | X | |

Signatures

Danisco A/S, By: Soren Bjerre-Nielsen, Executive Vice President and Chief Financial Officer 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) All of such shares are owned by DH Subsidiary Inc. ("DH Sub"), an indirect wholly-owned subsidiary of Danisco A/S.
On April 20, 2005, in accordance with the terms of its Offer to Purchase, dated February 15, 2005, as supplemented (the "Offer to Purchase"), and the Acquisition Agreement among Danisco A/S, DH Sub and Genencor International, Inc., dated January 27, 2005 (the "Acquisition Agreement"), DH Sub accepted for purchase the 8,670,529 shares of Common Stock, \$0.01 par value ("Shares"), of Genencor International, Inc. validly tendered in accordance with the terms and conditions of the Offer to Purchase and the related Letter of Transmittal.
- (3) For more information regarding the Offer to Purchase, the Acquisition Agreement and the Stock Purchase Agreement (defined below), see the Schedule TO filed by Danisco A/S, DH Sub and certain affiliates, dated February 15, 2005, as amended. The number of Shares

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reported herein as accepted for payment is based on the estimate provided by Deutsche Bank Trust Company Americas, the depository for the tender offer described in the Offer to Purchase. Additional Shares may be tendered pursuant to notices of guaranteed delivery and accepted and paid for by DH Sub after the date of this report.

- (4) Purchased from Eastman Chemical Company ("Eastman") pursuant to a Stock Purchase Agreement, dated January 27, 2005 (the "Stock Purchase Agreement").

- Of such shares, 485 are owned by DH Sub and 485 are owned by Danisco USA Holding, Inc., a wholly-owned subsidiary of Danisco A/S. Pursuant to the Stock Purchase Agreement, Eastman is entitled to an additional payment in an amount, computed on the basis of a 360 calendar day year, equal to two and one-half (2.5%) per annum of U.S. \$419,000,000 and accruing from and after March 25, 2005 until the closing of the sale, which occurred on April 21, 2005.
- (5)

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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