REPLIGEN CORP

Form 5 May 06, 2005

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005

NT OF CHANGES IN BENEFICIAL

Expires: 2005

Estimated average burden hours per

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4 Transactions 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * RUSCHE JAMES R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	REPLIGEN CORP [RGEN] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(Check all applicable) Director 10% Owner			
C/O REPLIGEN CORPORATION, 41 SEYON STREET, BUILDING 1, SUITE 100			03/31/2005				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			

Filed(Month/Day/Year)

(check applicable line)

WALTHAM, MAÂ 02453

X 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or)	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	02/23/2005	Â	<u>J(1)</u>	8,000	D	\$ (1)	17,444	I	By child A	
Common Stock	02/23/2005	Â	J <u>(1)</u>	8,000	D	\$ (1)	13,000	I	By Child B (2)	
Common Stock	Â	Â	Â	Â	Â	Â	103,874	D	Â	

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

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SEC 2270 (9-02)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired					
	-				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						2.1010154010	2410		of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
. 0	Director	10% Owner	Officer	Other		
RUSCHE JAMES R C/O REPLIGEN CORPORATION 41 SEYON STREET, BUILDING 1, SUITE 100 WALTHAM. MA 02453	Â	Â	Senior Vice President	Â		

Signatures

Barbara Burnim Day (Attorney in Fact) 05/06/2005

**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) Change in form of ownership as a result of a transfer to reporting person's minor child who shares the reporting person's household.
- (2) The reporting person disclaims beneficial ownership of these securities.

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.

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