

DAY BARBARA BURNIM  
Form 4  
January 27, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O REPLIGEN CORPORATION, 41 SEYON STREET, BUILDING 1, SUITE 100

(Street)

WALTHAM, MA 02453

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REPLIGEN CORP [RGEN]

3. Date of Earliest Transaction (Month/Day/Year)  
12/27/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 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			
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	

Edgar Filing: DAY BARBARA BURNIM - Form 4

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.**

SEC 1474  
(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)	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 C/O REPLIGEN CORPORATION 41 SEYON STREET, BUILDING 1, SUITE 100 WALTHAM, MA 02453				Former Vice 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

Note: File three copies of this Form, one of which must be manually signed. If space 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.