

REPLIGEN CORP
Form 4/A
December 19, 2007

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 *
RUSCHE JAMES R

(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)
12/13/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 12/13/2007 | | S | 900 | D | \$ 6.17 | 114,974 ⁽¹⁾ D |
| c | 12/13/2007 | | S | 2,357 | D | \$ 6.15 | 112,617 ⁽²⁾ D |
| Common Stock | 12/13/2007 | | S | 12,443 | D | \$ 6.14 | 100,174 ⁽³⁾ D |
| Common Stock | 12/13/2007 | | S | 2,200 | D | \$ 6.13 | 97,974 ⁽⁴⁾ D |
| Common Stock | 12/13/2007 | | S | 2,100 | D | \$ 6.12 | 95,874 ⁽⁵⁾ D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock ⁽⁶⁾ | \$ 1.41 | 12/13/2007 | | M | 30,000 | ⁽⁷⁾ 04/29/2008 | Common stock | 30,000 |

Reporting Owners

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

Signatures

James R. Rusche 12/19/2007

^{**}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) 7,500 shares exercisable at 4/29/1999, 4/29/2000, 4/29/2001 and 4/29/2002.
- (2) Incorrectly reported zero in Part I, Block 5 as the Amount of Securities Beneficially Owned Following Reported Transaction.
- (3) Incorrectly reported zero in Part I, Block 5 as the Amount of Securities Beneficially Owned Following Reported Transaction.
- (4) Incorrectly reported zero in Part I, Block 5 as the Amount of Securities Beneficially Owned Following Reported Transaction.
- (5) Incorrectly reported zero in Part I, Block 5 as the Amount of Securities Beneficially Owned Following Reported Transaction.
- (6) Incorrectly left Part II blank. This section should have reflected exercise of 30,000 shares at \$1.41 on 12/13/2007.

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(7) 7,500 shares exercisable at 4/29/1999, 4/29/2000, 4/29/2001 and 4/29/2002.

Remarks:

Correction of the original amount reported in Table I, Block 5 for the "Amount of Securities Beneficially Owned Following R

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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