

HERLIHY WALTER C  
Form 4  
May 06, 2013

**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 \*  
**HERLIHY WALTER C**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O REPLIGEN CORPORATION, 41 SEYON STREET SUITE 100, BUILDING 1**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/03/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**PRESIDENT, CEO**

**WALTHAM, MA 02453**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/03/2013                           | 05/03/2013   | M                              | 50,000  | A \$ 3.05   | 564,916  | D                                 |
| Common Stock                    | 05/03/2013                           | 05/03/2013   | F                              | 17,078 (1)  | D \$ 8.93   | 547,838  | D                                 |
| Common Stock                    | 05/03/2013                           | 05/03/2013   | M                              | 80,000  | A \$ 5.87   | 627,838  | D                                 |
| Common Stock                    | 05/03/2013                           | 05/03/2013   | F                              | 52,587 (2)  | D \$ 8.93   | 575,251  | D                                 |
| Common Stock                    | 05/03/2013                           | 05/03/2013   | M                              | 20,000  | A \$ 3.33   | 595,251  | D                                 |

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Common Stock      05/03/2013      05/03/2013      F      7,458<sup>(3)</sup>      D      \$ 8.93      587,793      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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Stock Option (Right to Buy)                | \$ 3.05 <sup>(1)</sup>                                 | 05/03/2013                           | 05/03/2013   | M                              | 50,000 <sup>(1)</sup>   | 04/23/2005      04/30/2014                               | Common Stock      50,000                                      |
| Stock Option (Right to Buy)                | \$ 5.87 <sup>(2)</sup>                                 | 05/03/2013                           | 05/03/2013   | M                              | 80,000 <sup>(2)</sup>   | 06/06/2009      06/06/2018                               | Common Stock      80,000                                      |
| Stock Option (Right to Buy)                | \$ 3.33 <sup>(3)</sup>                                 | 05/03/2013                           | 05/03/2013   | M                              | 20,000 <sup>(3)</sup>   | 07/15/2011      07/15/2020                               | Common Stock      20,000                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| HERLIHY WALTER C<br>C/O REPLIGEN CORPORATION<br>41 SEYON STREET SUITE 100, BUILDING 1<br>WALTHAM, MA 02453 | X             |           | PRESIDENT,<br>CEO |       |

## Signatures

William J. Kelly (Attorney in  
Fact)

05/06/2013

\_\_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) Payment made via forfeiture of 17,078 shares of Common Stock valued at the Closing Price of \$8.93 on May 3, 2013.
- (2) Payment made via forfeiture of 52,587 shares of Common Stock valued at the Closing Price of \$8.93 on May 3, 2013.
- (3) Payment made via forfeiture of 7,458 shares of Common Stock valued at the Closing Price of \$8.93 on May 3, 2013.

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.