WITT DANIEL P Form 4 March 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

See Instruction

1(b).

(Last)

(City)

C/O REPLIGEN

(Print or Type Responses)

1. Name and Address of Reporting Person * WITT DANIEL P

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

REPLIGEN CORP [RGEN]

(Month/Day/Year) 03/26/2013

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below)

Senior Vice President

CORPORATION, 41 SEYON STREET SUITE 100, BUILDING 1

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WALTHAM, MA 02453

		14.51	Tuble 1 Troit Bettyutive Securities required, Disposed of, or Beneficiary Cymeu							
1.Title of	2. Transaction Date	2. Transaction Date 2A. Deemed 3.		4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
		•					Following	(Instr. 4)	(Instr. 4)	
							Reported			
					(A)		Transaction(s)			
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	,			
Common	03/26/2013	02/26/2012	М	10.000	٨	\$	55 707	D		
Stock	03/20/2013	03/26/2013	M	10,000	A	5.51	55,707	D		
C				7.000		¢.				
Common	03/26/2013	03/26/2013	F	7,998	D	\$	47,709	D		
Stock				(1)		6.89	,	_		

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

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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 or 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)	\$ 5.51 <u>(1)</u>	03/26/2013	03/26/2013	M	10,000 (1)	04/23/2004	04/23/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Director 100/ Owner Officer Other

Director 10% Owner Officer Other

WITT DANIEL P C/O REPLIGEN CORPORATION 41 SEYON STREET SUITE 100, BUILDING 1 WALTHAM, MA 02453

Senior Vice President

Signatures

William J. Kelly (Attorney in Fact) 03/27/2013

**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 7,998 shares of Common Stock valued at the Closing Price of \$6.89 on March 26, 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.

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