

WITT DANIEL P
Form 4
March 06, 2008

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 *
WITT DANIEL P

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)

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

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

Vice President

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

(Street)

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

WALTHAM, MA 02453

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/04/2008 | | S(1) | 100 D \$ 5.52 | 44,734 (2) | I | By Wife |
| Common Stock | 03/04/2008 | | S(1) | 1,700 D \$ 5.5 | 43,034 (2) | I | By Wife |
| Common Stock | 03/04/2008 | | S(1) | 617 D \$ 5.41 | 42,417 (2) | I | By Wife |
| Common Stock | 03/04/2008 | | S(1) | 717 D \$ 5.39 | 41,700 (2) | I | By Wife |
| Common Stock | 03/04/2008 | | S(1) | 883 D \$ 5.38 | 40,817 (2) | I | By Wife |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|---------|-----------------------|---|---------|
| Common Stock | 03/04/2008 | S ⁽¹⁾ | 100 | D | \$ 5.34 | 40,717 ⁽²⁾ | I | By Wife |
| Common Stock | 03/04/2008 | S ⁽¹⁾ | 600 | D | \$ 5.32 | 40,117 ⁽²⁾ | I | By Wife |
| Common Stock | 03/04/2008 | S ⁽¹⁾ | 140 | D | \$ 5.29 | 39,977 ⁽²⁾ | I | By Wife |
| Common Stock | 03/04/2008 | S ⁽¹⁾ | 143 | D | \$ 5.28 | 39,834 ⁽²⁾ | I | By Wife |
| Common Stock | | | | | | 38,300 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

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

Signatures

/s/ Daniel P.
Witt

03/06/2008

__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) Sale by wife pursuant to distribution of marital assets in divorce settlement.

- The reporting person and his wife have entered into a binding divorce settlement agreement providing for a divorce as well as a distribution of marital assets. The divorce will become final after a 90-day waiting period imposed pursuant to state law. The reporting person and his wife currently maintain separate households. Therefore, the reporting person disclaims beneficial ownership of these shares.
- (2)

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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