

DAY BARBARA BURNIM

Form 4

January 27, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 ____X____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) 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	

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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.

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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 (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)	\$ 2.66	12/27/2005		M	8,000	04/03/2002 ⁽²⁾ 04/03/2011	Common Stock 8,000
Stock Option Right to buy	\$ 3.05	01/19/2006		M	2,000	04/20/2005 ⁽³⁾ 04/20/2014	Common Stock 2,000
Stock Option Right to buy	\$ 3.24	01/20/2006		M	600	04/11/2003 ⁽¹⁾ 04/11/2012	Common Stock 600
Stock Option right to buy	\$ 3.24	01/24/2006		M	3,900	04/11/2003 ⁽¹⁾ 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.

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