

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**

SEC Accession No. **0000732485-06-000003**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### GENZYME CORP

CIK: **732485** | IRS No.: **061047163** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address  
*ONE KENDALL SQUARE  
CAMBRIDGE MA 02139*

Business Address  
*ONE KENDALL SQ  
CAMBRIDGE MA 02139  
6172527500*

### REPORTING OWNER

#### MOSCICKI RICHARD A

CIK: **1021029** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-14680** | Film No.: **06511923**  
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address  
*ONE KENDALL SQUARE  
CAMBRIDGE MA 02139*

Business Address  
*C/O GENZYME CORP  
ONE KENDALL SQ  
CAMBRIDGE MA 02139  
6172527500*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden hours per response 0.5

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

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

1. Name and Address of Reporting Person <b>MOSCICKI RICHARD A</b>			2. Issuer Name and Ticker or Trading Symbol <b>GENZYME CORP [GENZ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
GENZYME CORPORATION, 500 KENDALL STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>CAMBRIDGE, MA 02142</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Genzyme common stock (GENZ)	01/04/2006		M		21,344	A	\$15.13	26,667	D	
Genzyme common stock (GENZ)								218	I	By 401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Genzyme ISO stock option (right to buy)	\$15.13	01/04/2006		M		21,344		05/17/1997 <sup>(1)</sup>	05/16/2006	Genzyme common stock (GENZ)	\$ 0	0	D	

**Explanation of Responses:**

1. Options vest in 20% annual increments beginning on the original date of grant.

## Signatures

By: Susan P. Cogswell, Attorney-in-Fact

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**