

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-09**  
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### REPORTING OWNER

**Henry Earl Webb**

CIK: **1421891**

Type: **4** | Act: **34** | File No.: **000-14656** | Film No.: **13850620**

Mailing Address

*41 SEYON STREET, BLDG#1  
REPLIGEN  
WALTHAM MA 02453*

### ISSUER

**REPLIGEN CORP**

CIK: **730272** | IRS No.: **042729386** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address

*41 SEYON STREET  
BUILDING 1, SUITE 100  
WALTHAM MA 02453*

Business Address

*41 SEYON STREET  
BUILDING 1, SUITE 100  
WALTHAM MA 02453  
7814499560*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## 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>Henry Earl Webb</b>			2. Issuer Name and Ticker or Trading Symbol <b>REPLIGEN CORP [RGEN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/09/2013</b>					
C/O REPLIGEN CORPORATION, 41 SEYON STREET, BLDG 1, STE 100			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock <sup>(1)</sup>	05/09/2013		A		5,342 <sup>(1)</sup>	A	\$ 0	21,380	D

**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)					

### Explanation of Responses:

1. Mr. Henry was awarded 5,342 Restricted Stock Units. Each Restricted Stock Unit represents a contingent right to receive one share of Repligen Corporation's Common Stock. The Restricted Stock Units vest on May 9, 2014. The Restricted Stock Units may be settled only by delivering shares of Repligen Corporation's Common Stock, and thus, the grant is being reported in Table 1 as allowed per SEC guidance.

## Signatures

/s/ William J. Kelly (Attorney in Fact)

\*\* Signature of Reporting Person

05/16/2013

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.**