

GENAERA CORP
Form SC 13G/A
February 13, 2004

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Genaera Corporation

(Name of Issuer)

Common Stock, \$.002 par value

(Title of Class of Securities)

36867G100

(Cusip Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

13G

CUSIP No. 36867G100

1. Name of Reporting Person: Genentech, Inc. I.R.S. Identification Nos. of above persons (entities only): 94-2347624

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

Not Applicable

3. SEC Use Only:

4. Citizenship or Place of Organization: Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
2,246,888 shares of common stock

6. Shared Voting Power:
0

7. Sole Dispositive Power:
2,246,888 shares of common stock

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,246,888 shares of common stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

Not Applicable

11. Percent of Class Represented by Amount in Row (9):
5%

12. Type of Reporting Person:
CO

Item 1.

- (a) Name Issuer
Genera Corporation
- (b) Address of Issuer's Principal Executive Offices
5110 Campus Drive, Plymouth Meeting, Pennsylvania 19462

Item 2.

- (a) Name of Person Filing
Genentech, Inc.
- (b) Address of Principal Business Office, or, if none, Residence
1 DNA Way, South San Francisco, California 94080
- (c) Citizenship
Not Applicable
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
36867G100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
 - (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) [] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E)
 - (f) [] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F)
 - (g) [] A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G)
 - (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
 - (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)
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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| | | |
|-----|---|---|
| (a) | Amount beneficially owned: | 2,246,888 shares of common stock |
| (b) | Percent of class: | 5% |
| (c) | Number of shares as to which the person has: | |
| | (i) Sole power to vote or to direct the vote: | 2,246,888 shares of common stock |
| | (ii) Shared power to vote or to direct the vote: | 0 |
| | (iii) Sole power to dispose or to direct the disposition of: | 2,246,888 shares of common stock |
| | (iv) Shared power to dispose or to direct the disposition of: | 0 |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GENENTECH, INC

/s/ Stephen G. Juelsgaard

Signature

**Stephen G. Juelsgaard
Executive Vice President,
General Counsel and Secretary**

Name/Title

February 12, 2004

Date

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (*see* 18 U.S.C. 1001).