

Baker Joffre
 Form 4/A
 February 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Baker Joffre

(Last) (First) (Middle)
 301 PENOBSCOT DRIVE
 (Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/05/2012		A		2,000 (1) \$ 0	D	Held by the Joffre and Diana J. Baker 1998 Trust
Common Stock					66,343	I	Held by the Baker Family Charitable Remainder
Common Stock					36,113	I	Held by the Baker Family Charitable Remainder

Trust

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 29.34	02/05/2012		A	18,000	<u>(3)</u>	02/05/2022	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Joffre 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			Chief Scientific Officer	

Signatures

Dean L. Schorno,
Attorney-in-fact

02/08/2012

**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) Restricted stock units awarded on February 5, 2012, which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014, and 1/3 of the shares on February 15, 2015.
- (2) Includes 4,500 restricted stock units awarded January 27, 2011 which vest as to 1/3 of the shares on February 15, 2012, 1/3 of the shares on February 15, 2013 and 1/3 of the shares on February 15, 2014.

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- (3) The option became exercisable as to 25% of the shares on February 3, 2013, and became exercisable as to 1/48th of the shares each full month thereafter.

Remarks:

The purpose of this Amendment is to correct the option exercisable date as to 25% of the shares to February 3, 2013 in Note (3)

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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