

GENOMIC HEALTH INC

Form 4

February 19, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shak Steven

(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)

02/14/2014

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 below)  Other (specify below)

EVP of R&D

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2014		M		7,000	A	\$ 2.88
Common Stock <sup>(1)</sup>	02/14/2014		S		7,000	D	\$ 27.3757 <sup>(4)</sup> <u>(2) (3)</u>
Common Stock	02/15/2014		F		672	D	\$ 27.62 <sup>(5)</sup> <u>(6) (7)</u>
Common Stock	02/15/2014		F		756	D	\$ 27.62 <sup>(6)</sup> <u>(7) (8)</u>
Common Stock	02/15/2014		F		627	D	\$ 27.62 <sup>(9)</sup>

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.88	02/14/2014		M	7,000	<u>(10)</u> 12/02/2014	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shak Steven 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			EVP of R&D	

## Signatures

/s/ Dean L. Schorno,  
Attorney-in-fact

02/19/2014

\*\*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) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on September 9, 2013.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$27.14 to \$27.62.

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- (3) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (4) Includes 4,500 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on February 15, 2014, and the 1/3 of the shares that vested on each of February 15, 2012 and 2013, net of withholding.
- (5) Includes 5,700 restricted stock units awarded February 5, 2012, of which 1/3 of the shares vest on each of February 15, 2014 and 2015, and the 1/3 of the shares that vested on February 15, 2013, net of withholding.
- (6) Includes 5,000 restricted stock units awarded July 25, 2013, of which 1/3 of the shares vest on each of February 15, 2014, 2015 and 2016.
- (7) Includes 5,360 restricted stock units awarded January 28, 2014, of which 1/3 of the shares vest on each of February 15, 2015, 2016 and 2017.
- (8) Includes 5,700 restricted stock units awarded February 5, 2012, of which 1/3 vest on February 15, 2015, and the 1/3 of the shares that vested on each of February 15, 2013 and 2014, net of withholding.
- (9) Includes an aggregate of 10,594 shares of common stock issuable pursuant to previously reported restricted stock units awards that have not vested.
- (10) The option became exercisable as to 25% of the shares on December 2, 2005, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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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