

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 *
Popovits Kimberly J

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

REDWOOD CITY, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2014

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)
President and CEO

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)
Common Stock	02/15/2014		F	1,230 D	\$ 38,636 ^{(1) (2)} ₍₃₎ 27.62	D	
Common Stock	02/15/2014		F	1,253 D	\$ 37,383 ^{(1) (3)} ₍₄₎ 27.62	D	
Common Stock	02/15/2014		F	1,128 D	\$ 36,255 ⁽⁵⁾ 27.62	D	
Common Stock					12,298	I	Held by UBS for Benefit of Kimberly Popovits

Common Stock				15,744	I	Held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits is trustee.
Common Stock				206,282	I	Held by the Popovits 2010 Trust

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

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) Includes 13,000 restricted stock units awarded January 28, 2014, of which 1/3 of the shares vest on each of February 15, 2015, 2016 and 2017.
- (2) Includes 10,000 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.
- (3) Includes 9,000 restricted stock units awarded July 25, 2013, of which 1/3 of the shares vest on each of February 15, 2014, 2015 and 2016.
- (4) Includes 10,000 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.
- (5) Includes an aggregate of 22,335 shares of common stock issuable pursuant to previously reported restricted stock units awards that have not vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.