

GENOMIC HEALTH INC  
Form 4  
October 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*

Cole G Bradley

(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)

10/09/2013

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)

COO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/09/2013		M	2,500 A \$ 1.33 (1)	20,635	D	
Common Stock (2)	10/09/2013		S	2,500 D \$ 29.9541 (3) (4)	18,135 (5) (6) (7)	D	

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

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 control number.

SEC 1474 (9-02)

Edgar Filing: GENOMIC HEALTH INC - Form 4

**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)	\$ 1.33	10/09/2013		M	2,500	<u>(8)</u> 07/06/2014	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole G Bradley 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			COO	

## Signatures

/s/ Dean L. Schorno,  
Attorney-in-fact  
Date: 10/11/2013

\_\_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) The number of shares originally covered by the exercised option was 150,000 with an exercise price per share of \$1.38. In connection with the issuer's initial public offering on October 4, 2005, a conditional dividend was issued which increased the number of shares covered by the option by 6,033 to 156,033, reducing the effective exercise price per share to \$1.33.
  - (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 20, 2012.
  - (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) Represents weighted average sale price. Actual sale prices ranged from \$29.58 to \$30.41.
  - (5) Includes 6,750 restricted stock units awarded on January 27, 2011, of which vest 1/3 of the shares vest on February 15, 2014, and 1/3 of the shares that vested on each of February 15, 2012 and 2013, net of withholding.
  - (6)

## Edgar Filing: GENOMIC HEALTH INC - Form 4

Includes 6,700 restricted stock units awarded February 5, 2012, of which 1/3 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.

- (7) Includes 6,000 restricted stock units awarded July 25, 2013, of which 1/3 of the shares vest on each of February 15, 2014, 2015 and 2016.
- (8) The option became exercisable as to 25% of the shares on July 6, 2005, and became 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.

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.