

GENOMIC HEALTH INC
Form 4
February 19, 2014

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 *
HIBBS KATHY L

(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)
02/15/2014

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)
SVP & General Counsel

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	02/15/2014		F		1,022	D	\$ 27.62
					18,679		(1) (2) (3)
Common Stock	02/15/2014		F		838	D	\$ 27.62
					17,841		(1) (3) (4)
Common Stock	02/15/2014		F		742	D	\$ 27.62
					17,099		(1) (4) (5)
Common Stock (6)	02/18/2014		S		1,312	D	\$ 27.8843
					15,787		(7) (8) (9)

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIBBS KATHY L 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			SVP & General Counsel	

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 6,170 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 6,700 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.
- (3) 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.
- (4) Includes 6,700 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.
- (5) Includes 6,000 restricted stock units awarded July 25, 2013, of which 1/3 of the shares vest on each of February 15, 2015 and 2016, and the 1/3 of the shares that vested on February 15, 2014, net of withholding.

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- (6) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on May 28, 2013.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$27.51 to \$28.32.
- (8) 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.
- (9) Includes an aggregate of 12,405 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.

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