GENOMIC HEALTH INC

Form 4 July 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Shak Steven | | | 2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|-----------|----------|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 301 PENOBSO | COT DRIVE | i. | (Month/Day/Year) 07/01/2014 | Director 10% OwnerX Officer (give title Other (specify below) EVP of R&D | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| REDWOOD CITY, CA 94063 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | Secu | rities Acqui | red, Disposed of, | or Beneficial | y Owned |
|--------------------------------------|---|---|--|---------------------------------------|--------|----------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi ord Dispo- (Instr. 3, | sed of | ` ′ | 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 | 07/01/2014 | | M | 7,000 | A | \$ 2.88 | 319,298 | D | |
| Common Stock (1) | 07/01/2014 | | S | 7,000 | D | \$ 26.9957 (2) | 312,298 (3) | D | |

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. Transacti Code (Instr. 8) | Transaction Derivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---------------------------------------|--|---------------------|--|-----------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | \$ 2.88 | 07/01/2014 | | М | 7,000 | <u>(4)</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 EVP of R&D

REDWOOD CITY, CA 94063

Signatures

/s/ G. Bradley Cole,

Attorney-in-fact 07/03/2014

**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) The sale of common stock represents a trade pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on September 9, 2013 that was scheduled to occur on June 13, 2014 but was not executed until July 1, 2014 due to an error by the broker.
- (2) Represents the price received by the reporting person, and is equal to the volume weighted average price of the Issuer's common stock on June 13, 2014, the scheduled trade date under the reporting person's Rule 10b5-1 sales plan.
- (3) Includes an aggregate of 10,594 shares of common stock issuable pursuant to previously reported restricted stock unit awards that have not vested.
- (4) 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.

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