

Cole G Bradley  
Form 4  
December 13, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(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)

12/11/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	12/06/2018		G	V	1,633	D	\$ 0	44,047 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock	12/11/2018		M		10,000	A	\$ 22.98	54,047 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock	12/11/2018		M		5,000	A	\$ 17.18	59,047 <sup>(1)</sup>	I	Held by the Cole Family Trust

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Common Stock <sup>(2)</sup>	12/11/2018	S	2,529	D	\$ 70.5843 <sup>(3)</sup> <sup>(4)</sup>	56,518 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(2)</sup>	12/11/2018	S	4,571	D	\$ 71.5372 <sup>(3)</sup> <sup>(5)</sup>	51,947 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(2)</sup>	12/11/2018	S	700	D	\$ 72.7289 <sup>(3)</sup> <sup>(6)</sup>	51,247 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(2)</sup>	12/11/2018	S	900	D	\$ 73.5567 <sup>(3)</sup> <sup>(7)</sup>	50,347 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(2)</sup>	12/11/2018	S	1,300	D	\$ 74.6092 <sup>(3)</sup> <sup>(8)</sup>	49,047 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(9)</sup>	12/11/2018	S	1,400	D	\$ 70.6059 <sup>(3)</sup> <sup>(10)</sup>	47,647 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(9)</sup>	12/11/2018	S	2,200	D	\$ 71.5309 <sup>(3)</sup> <sup>(11)</sup>	45,447 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(9)</sup>	12/11/2018	S	600	D	\$ 73.0951 <sup>(3)</sup> <sup>(12)</sup>	44,847 <sup>(1)</sup>	I	Held by the Cole Family Trust
Common Stock <sup>(9)</sup>	12/11/2018	S	800	D	\$ 74.4225 <sup>(3)</sup> <sup>(13)</sup>	44,047 <sup>(1)</sup>	I	Held by the Cole Family Trust

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.18	12/11/2018		M		5,000		<u>(14)</u>	02/18/2020	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 22.98	12/11/2018		M		10,000		<u>(15)</u>	01/27/2021	Common Stock	10,000

## Reporting Owners

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

## Signatures

/s/ Jason W. Radford,  
Attorney-in-fact

12/13/2018

\_\_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 an aggregate of 16,534 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 23, 2018.
- (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 \$70.08 to \$71.07.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$71.11 to \$72.05.

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- (6) Represents weighted average sale price. Actual sale prices ranged from \$72.11 to \$72.97.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$73.14 to \$74.00.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$74.29 to \$75.22.
- (9) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on June 4, 2018.
- (10) Represents weighted average sale price. Actual sale prices ranged from \$70.07 to \$71.05.
- (11) Represents weighted average sale price. Actual sale prices ranged from \$71.11 to \$72.05.
- (12) Represents weighted average sale price. Actual sale prices ranged from \$72.65 to \$73.45.
- (13) Represents weighted average sale price. Actual sale prices ranged from \$73.96 to \$74.91.
- (14) The option became exercisable as to 25% of the shares on February 18, 2011, and became exercisable as to 1/48th of the shares each full month thereafter.
- (15) The option became exercisable as to 25% of the shares on January 27, 2012, 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.

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