GENENTECH INC

Form 4

December 03, 2004

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GARNICK ROBERT L			2. Issuer Name and Ticker or Trading Symbol GENENTECH INC [DNA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(===== and application)		
			(Month/Day/Year)	Director 10% Owner		
1 DNA WAY			12/01/2004	_X_ Officer (give title Other (specify below) SENIOR VICE PRESIDENT		
(Street) SO SAN FRANCISCO, CA 94080			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/01/2004		M	500	A	\$ 42.05	1,127	D	
Common Stock	12/01/2004		S	500	D	\$ 49.16	627	D	
Common Stock	12/01/2004		M	500	A	\$ 42.05	1,127	D	
Common Stock	12/01/2004		S	500	D	\$ 49.22	627	D	
Common Stock	12/01/2004		M	167	A	\$ 42.05	794	D	

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Common D \$ 627 S D 12/01/2004 Stock

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)

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. Transactic Code (Instr. 8)				7. Title and Au Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	12/01/2004		M	25,000	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.9	12/01/2004		M	20,234	09/26/2001(1)	09/26/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.99	12/01/2004		M	11,250	09/20/2000(1)	09/20/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004		M	6,816	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004		M	4,300	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004		M	3,500	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004		M	5,900	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004		M	4,900	09/11/2003(1)	09/11/2013	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	1,500	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	500	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	1,800	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	200	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	300	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	300	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	900	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	500	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	500	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	12/01/2004	M	167	09/11/2003(1)	09/11/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GARNICK ROBERT L 1 DNA WAY SO SAN FRANCISCO, CA 94080

SENIOR VICE PRESIDENT

Signatures

ROBERT GARNICK

#Signature of Date

Reporting Person

Reporting Owners 3

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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).
 - This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares
- (1) vesting in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

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.