

GENOMIC HEALTH INC

Form 4

October 06, 2005

FORM 4

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

OMB APPROVAL

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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 *
Baker Bros. Capital (GP), LLC

(Last) (First) (Middle)

667 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction (Month/Day/Year)

10/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 or Disposed of (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)
				(A) or (D) Code V Amount Price			
Common Stock	10/04/2005		C	126,126 A \$ 0	126,126 ⁽¹⁾	I	Through Partnerships ⁽²⁾
Common Stock	10/04/2005		C	41,011 A \$ 0	167,137 ⁽¹⁾	I	Through Partnerships ⁽²⁾
Common Stock	10/04/2005		J	6,760 ⁽³⁾ A \$ ⁽³⁾ 0	173,897 ⁽¹⁾	I	Through Partnerships ⁽²⁾
Common Stock	10/04/2005		C	14,719 A \$ 0	14,719 ⁽¹⁾	I	Through Partnerships

Common Stock	10/04/2005	J	595 ⁽⁵⁾	A	\$ 0 ⁽⁵⁾	15,314 ⁽¹⁾	I	⁽⁴⁾ Through Partnerships ⁽⁴⁾
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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. 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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series B Preferred	⁽⁶⁾	10/04/2005		C	378,378	⁽⁷⁾ ⁽⁸⁾	Common Stock	126,126
Series E Preferred	⁽⁶⁾	10/04/2005		C	123,035	⁽⁷⁾ ⁽⁸⁾	Common Stock	41,011
Series E Preferred	⁽⁶⁾	10/04/2005		C	44,159	⁽⁷⁾ ⁽⁸⁾	Common Stock	14,719

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bros. Capital (GP), LLC 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021		X		
BAKER JULIAN 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021	X	X		

Signatures

/s/ Julian C. Baker, as Managing Member of Baker Bros. Capital (GP),
LLC

10/05/2005

__Signature of Reporting Person

Date

/s/ Julian C. Baker

10/05/2005

__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).

In addition to Baker Bros. Capital (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker, who has the same business address as Baker Bros. Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a

- (1) group of such shareholders. However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of such securities owned by any such person, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

Represents securities owned by Baker Bros. Investments, L.P., a limited partnership of which the sole general partner is Baker Bros.

- (2) Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker is a controlling member of Baker Bros. Capital (GP), LLC.

On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend"). As a result, the Reporting Persons received 6,760 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

- (3) Represents securities owned by Baker Bros. Investments II, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker is a controlling member of Baker Bros. Capital (GP), LLC.

- (5) As a result of the Conditional Dividend, the Reporting Persons received 595 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

- (6) Every 3 shares of Preferred Stock were converted into 1 share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7.

- (7) These securities are exercisable immediately.

- (8) These securities do not have an expiration date.

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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