

GENOMIC HEALTH INC
Form 4
October 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Baker Joffre

(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)

09/30/2008

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)

Chief Scientific Officer

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 | 09/17/2008 | | G ⁽¹⁾ | V 50,000 D \$ 0 | 214,926 | D | |
| Common Stock | 09/30/2008 | | S | 4,629 D \$ 22.8056 | 45,371 | I | By trust ⁽¹⁾ |
| Common Stock | 10/01/2008 | | S | 4,629 D \$ 22.2163 | 40,742 | I | By trust ⁽¹⁾ |
| Common Stock | | | | | 66,343 | I | By trust ⁽⁶⁾ |

Edgar Filing: GENOMIC HEALTH INC - Form 4

- (5) Represents weighted average sale price. Actual sale prices ranged from \$22.04 to \$22.37.

- The reporting person also continues to indirectly own 66,343 shares of common stock held by the Joffre and Diana J. Baker 1998 Trust, of which the reporting person and his wife are trustees and beneficiaries. The reporting person continues to report beneficial ownership of all of the GHDX common stock held by the Joffre and Diana J. Baker 1998 Trust, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (6)

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.