GENOMIC HEALTH INC

Form 4 October 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add Baker Joffre	ress of Reporti	ing Person *_	2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
301 PENOBSCOT DRIVE			09/30/2008	_X_ Officer (give title Other (specify below)			
				Chief Scientific Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
REDWOOD C	CITY, CA 9	4063		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code Amount (D) Price Common 09/17/2008 V 50,000 D \$0 214,926 D Stock \$ Common By trust Ι 09/30/2008 S 4,629 D 22.8056 45,371 Stock (1) (2) (3) (4) \$ Common By trust 10/01/2008 S 4,629 D 22.2163 I 40,742 (1) Stock (3) (4) (5) Common By trust 66,343 I Stock (6)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m 1	or		
						-	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baker Joffre

301 PENOBSCOT DRIVE Chief Scientific Officer REDWOOD CITY, CA 94063

Signatures

G. Bradley Cole, Attorney-in-Fact

**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).
 - On September 17, 2008, the reporting person contributed 50,000 shares of GHDX common stock from the Joffre and Diana J. Baker 1998
- (1) Trust to the Baker Family Charitable Remainder 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 Baker Family Charitable Remainder Trust, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$22.61 to \$23.11.
- (3) The sale of common stock is pursuant to Rule 10b5-1 sales plan dated December 5, 2006.
- (4) Reporting person undertakes to provide upon request by the Securities Exchange Commission, the Issuer or a securityholder of the Issuer detailed information regarding the price and number of shares sold within the aforementioned range.

Reporting Owners 2

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- (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.

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.