Scott Randal W Form 4 June 14, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Addre Scott Randal W		ng Person *	2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
301 PENOBSCOT DRIVE		E	(Month/Day/Year) 06/10/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD C	ITY, CA 94	403	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting		

REDWOOD	CITY	CA	94403

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	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)	3. Transactio Code (Instr. 8)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities O Beneficially Fo Owned D Following or Reported (I Transaction(s) (I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	06/10/2011		Code V S	Amount 10,000	(D)	Price \$ 26.014 (2) (3)	(Instr. 3 and 4) 1,521,146	D	
Common Stock (1)	06/13/2011		S	10,000	D	\$ 25.3698 (2) (4)	1,511,146 (5)	D	
Common Stock							12,298	I	By Morgan Stanley DW Inc. as Custodian for Randal

W. Scott, IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Scott Randal W								
301 PENOBSCOT DRIVE	X		Executive Chairman					
REDWOOD CITY, CA 94403								

Signatures

Dean L. Schorno, Attorney-in-fact 06/14/2011

**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) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 6, 2010.
- (2) 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.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$25.75 to \$26.40.

Reporting Owners 2

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- (4) Represents weighted average sale price. Actual sale prices ranged from \$25.20 to \$25.96.
- (5) Includes 4,500 restricted stock units granted on January 27, 2011, which vest as to 1/3 of the shares on February 15, 2012, 1/3 of the shares on February 15, 2013, and 1/3 of the shares on February 15, 2014.

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.