

Popovits Kimberly J
Form 4
August 15, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Popovits Kimberly J

(Last) (First) (Middle)

301 PENOBSCOT DRIVE

(Street)

REDWOOD CITY, CA 94403

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GENOMIC HEALTH INC [GHDX]

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

08/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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

☒ 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)
Common Stock	08/13/2012		M	1,897 A	\$ 23.31 21,420 (1) (2)	D	
Common Stock (3)	08/13/2012		S	1,897 D	\$ 35.009 (4) (5) 19,523 (1) (2)	D	
Common Stock	08/14/2012		M	3,103 A	\$ 23.31 22,626 (1) (2)	D	
Common Stock (3)	08/14/2012		S	3,103 D	\$ 35.0674 (4) (6) 19,523 (1) (2)	D	
Common Stock (3)	08/13/2012		S	5,000 D	\$ 34.3871 228,406	I	Held by the

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(4) (7)

Popovits
2010 Trust

Common
Stock

12,298

I

Held by
UBS for
Benefit of
Kimberly
Popovits

Common
Stock

14,770

I

Held in
trust for
the benefit
of Ms.
Popovits'
son, of
which Ms.
Popovits
is trustee.

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 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
Employee Stock Option (right to buy)	\$ 23.31	08/13/2012		M	1,897	<u>(8)</u> 12/06/2017	Common Stock	1,897
Employee Stock Option (right to buy)	\$ 23.31	08/14/2012		M	3,103	<u>(8)</u> 12/06/2017	Common Stock	3,103

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

Signatures

/s/ Dean L. Schorno,
Attorney-in-fact

08/15/2012

__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) Includes 10,000 restricted stock units awarded February 5, 2012 which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014 and 1/3 of the shares on February 15, 2015.
- (2) Includes 10,000 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on each of February 15, 2013 and 2014, and the 1/3 of the shares that vested on February 15, 2012, net of withholding.
- (3) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 11, 2011.
- (4) 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.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$35.00 to \$35.05.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$35.00 to \$35.21.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$34.02 to \$34.89.
- (8) The option became exercisable as to 25% of the shares on December 6, 2008, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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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