

Schorno Dean L  
Form 4  
October 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Schorno Dean L

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)  
301 PENOBSCOT DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/12/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CFO

REDWOOD CITY, CA 94063

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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	10/12/2012		M		3,000 A \$ 9.39	20,355	D
Common Stock <sup>(1)</sup>	10/12/2012		S		3,000 D \$ 33.7861	17,355 <sup>(4)</sup> <sup>(5)</sup>	D
Common Stock						6,149	I

By Charles Schwab & Co. as Custodian for Dean L. Schorno,

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 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 (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)	\$ 9.39	10/12/2012		M	3,000	(6) 12/01/2015	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schorno Dean L 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			CFO	

## Signatures

/s/ Dean L. Schorno,  
Attorney-in-fact  
\*\*Signature of Reporting Person

10/16/2012  
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 13, 2012.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$33.66 to \$33.91.

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- (3) 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.
- (4) Includes 4,000 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.
- (5) Includes 3,900 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.
- (6) The option became exercisable as to 25% of the shares on December 1, 2006, and became 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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