GENOMIC HEALTH INC

Form 4 June 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31, Expires:

OMB APPROVAL

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

06/18/2013

Stock (1)

1. Name and Addr Shak Steven	ess of Reporti	ng 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				
			(Month/Day/Year)	Director 10% Owner			
301 PENOBSCOT DRIVE			06/18/2013	_X_ Officer (give title Other (specify below)			
				EVP of R&D & CMO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
REDWOOD CITY, CA 94063				_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 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially 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 V Amount Price Common \$ 32.718 326,783 (4) 06/18/2013 S 1,500 D D (2)(3)Stock (1) (5) \$ Common 323,383 (4) D 06/18/2013 S 33.8579 3,400 D Stock (1) (5) (2)(6)Common \$ 34.11 $323,283 \frac{(4)}{}$

100

D

(7)

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

S

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(5)

D

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displays a currently valid OMB control

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 Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt 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		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Shak Steven

301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063

EVP of R&D & CMO

Signatures

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

06/19/2013

**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) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on March 5, 2013.
- Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the **(2)** 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 \$31.92 to \$32.91.
- Includes 4,500 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on February 15, 2014, and the 1/3 of the **(4)** shares that vested on each of February 15, 2012 and 2013, net of withholding.
- Includes 5,700 restricted stock units awarded February 5, 2012 which vest as to 1/3 of the shares on February 15, 2014 and 2015, and the **(5)** 1/3 of the shares that vested on February 15, 2013, net of withholding.
- Represents weighted average sale price. Actual sale prices ranged from \$33.07 to \$34.06.
- (7) Represents actual sale price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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