

GENOMIC HEALTH INC  
Form 4  
January 14, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
01/12/2015

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/12/2015		M		3,000 A \$ 18.89	39,965	D
Common Stock <sup>(1)</sup>	01/12/2015		S		3,000 D \$ 33.4621	36,965 <sup>(4)</sup>	D
					<sup>(2)</sup> <sup>(3)</sup>		
Common Stock						12,298	I
						16,825	I

Held by UBS for Benefit of Kimberly Popovits

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Common Stock							Held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits is trustee.
Common Stock					204,601	I	Held by the Popovits 2010 Trust

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 18.89	01/12/2015		M	3,000	<sup>(5)</sup> 11/30/2016	Common Stock	3,000	

## Reporting Owners

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

REDWOOD CITY, CA 94403

## Signatures

/s/ G. Bradley Cole,  
Attorney-in-fact

01/14/2015

\_\_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 March 10, 2014.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$33.11 to \$33.71.
- (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 an aggregate of 22,335 shares of common stock issuable pursuant to previously reported restricted stock unit awards that have not vested.
- (5) The option became exercisable as to 25% of the shares on November 30, 2007, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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