

GENOMIC HEALTH INC  
Form 3  
July 31, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
McEachron Kim		(Month/Day/Year)	GENOMIC HEALTH INC [GHDX]	
(Last)	(First)	(Middle)	07/21/2015	
301 PENOBSCOT DR.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
REDWOOD CITY, CA 94063			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief People Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,201 <sup>(1)</sup>	D	^
Common Stock	3,034 <sup>(2)</sup>	D	^
Common Stock	562 <sup>(3)</sup>	D	^
Common Stock	4,500 <sup>(4)</sup>	D	^
Common Stock	7,724	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	Â (5)	03/12/2022	Common Stock	15,000	\$ 30.69	D	Â
Employee Stock Option (right to buy)	Â (6)	01/31/2023	Common Stock	9,000	\$ 28.05	D	Â
Employee Stock Option (right to buy)	Â (7)	01/28/2024	Common Stock	10,040	\$ 30.84	D	Â
Employee Stock Option (right to buy)	Â (8)	02/13/2025	Common Stock	9,000	\$ 31.12	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McEachron Kim 301 PENOBSCOT DR. REDWOOD CITY, CA 94063	Â	Â	Â Chief People Officer	Â

## Signatures

/s/ Jason W. Radford,  
Attorney-in-fact

07/31/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Unvested portion of 3,600 restricted stock units awarded July 25, 2013, which vest on February 15, 2016.
  - (2) Unvested portion of 4,550 restricted stock units awarded January 28, 2014, which vest in equal installments on February 15, 2016 and 2017.  
Performance-based vesting restricted stock units (PVRsUs) awarded on March 25, 2014, subject to meeting certain performance goals
  - (3) measured in 2014, were considered earned on February 13, 2015 and vested as to 1/2 of the shares on February 15, 2015 and vest as to the remainder on February 15, 2016.
  - (4) Restricted stock units awarded on February 13, 2015 which vest as to 1/3 of the shares on each of February 15, 2016, 2017 and 2018.
  - (5) The option became exercisable as to 25% of the shares on March 12, 2013, and becomes exercisable as to 1/48th of the shares each full month thereafter.
  - (6) The option becomes exercisable as to 25% of the shares on January 31, 2014, and becomes exercisable as to 1/48th of the shares each full month thereafter.
  - (7) The option became exercisable as to 25% of the shares on January 28, 2015, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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- (8) The option becomes exercisable as to 25% of the shares on February 13, 2016, 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. 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.