GENOMIC HEALTH INC

Form 4 April 05, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

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

1(b).

Common

Stock

03/20/2017

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Popovits Kimberly J			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	(Check all applicable)
			(Month/Day/Year)	_X_ Director 10% Owner
301 PENOBSCOT DR.			04/03/2017	X Officer (give title Other (specify below)
				President and CEO
	(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 Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Code 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 04/03/2017 M 2,900 A \$ 23.31 81,136 (1) D Stock Common 04/03/2017 M 2,100 A \$ 17.33 83,236 (1) D Stock Common 04/03/2017 S 5,000 D 31.3013 78,236 ⁽¹⁾ D Stock (2) (3)(4)Held by

V 876

D

\$0

199,975

Ι

the

Popovits 2010 Trust

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Common Stock	03/21/201	7	G V 4	!88]	D	\$ 0	199,487	I	Held by the Popovits 2010 Tru	
Common Stock							12,298	I	Held by Morgan Stanley a Custodia for Bene of Kimberl Popovits	nn efit y
Common Stock							16,825	I	Held in trust for the bene of Ms. Popovits son, of which M Popovits trustee.	s' Is.
Common Stock							199,487	I	Held by the Popovits 2010 Tr	
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 number. 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. Transac Code (Instr. 8	tionof Se) Ae (A Di (C (II	ecurities equired (a) or isposed of	6. Date Exerce Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code	V (A	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 23.31	04/03/2017		M	· ·	2,900	<u>(5)</u>	12/06/2017		0

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Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 17.33	04/03/2017	M	2,100	<u>(6)</u>	12/04/2018	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Popovits Kimberly J							
301 PENOBSCOT DR.	X		President and CEO				
REDWOOD CITY, CA 94063							

Signatures

/s/ G. Bradley Cole,
Attorney-in-fact 04/05/2017

**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 an aggregate of 45,294 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on June 6, 2016.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$31.05 to \$31.60.
- (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) The option became exercisable as to 25% of the shares on December 6, 2008, and became exercisable as to 1/48th of the shares each full month thereafter.
- (6) The option became exercisable as to 25% of the shares on December 4, 2009, 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. 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.

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