

Shak Steven  
 Form 4  
 February 05, 2019

**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 \*  
 Shak Steven

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

301 PENOBSCOT DRIVE

02/01/2019

Chief Scientific Officer

(Street)

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

REDWOOD CITY, CA 94063

(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	(D)	Price			
Common Stock	02/01/2019		M		25,000	A	\$ 22.98	364,671 <sup>(1)</sup>	I	Held by the Shak Family Trust
Common Stock <sup>(2)</sup>	02/01/2019		S		5,340	D	\$ 75.1911	359,331 <sup>(1)</sup>	I	Held by the Shak Family Trust
							<sup>(3)</sup> <sup>(4)</sup>			
Common Stock <sup>(2)</sup>	02/01/2019		S		19,460	D	\$ 76.0299	339,871 <sup>(1)</sup>	I	Held by the Shak Family Trust
							<sup>(3)</sup> <sup>(5)</sup>			

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Common Stock <u>(2)</u>	02/01/2019		S	200	D	\$ 76.61 <u>(6)</u>	339,671 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock	02/04/2019		M	15,000	A	\$ 22.98	354,671 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock	02/04/2019		M	10,000	A	\$ 17.18	364,671 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock <u>(2)</u>	02/04/2019		S	2,192	D	\$ 75.7005 <u>(3) (7)</u>	362,479 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock <u>(2)</u>	02/04/2019		S	19,080	D	\$ 76.7213 <u>(3) (8)</u>	343,399 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock <u>(2)</u>	02/04/2019		S	3,728	D	\$ 77.3955 <u>(3) (9)</u>	339,671 <u>(1)</u>	I	Held by the Shak Family 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 17.18	02/04/2019		M	10,000	<u>(10)</u>	02/18/2020	Common Stock	10,000

(right to buy)

Employee

Stock

Option

\$ 22.98

02/01/2019

M

25,000

(11)

01/27/2021

Common Stock

25,000

(right to buy)

Employee

Stock

Option

\$ 22.98

02/04/2019

S

15,000

(11)

01/27/2021

Common Stock

15,000

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shak Steven 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			Chief Scientific Officer	

## Signatures

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

02/05/2019

\_\_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 16,250 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 November 30, 2018.
- (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) Represents weighted average sale price. Actual sale prices ranged from \$74.56 to \$75.55.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$75.57 to \$76.54.
- (6) Represents actual sale price.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$75.18 to \$76.16.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$76.18 to \$77.15.
- (9) Represents weighted average sale price. Actual sale prices ranged from \$77.19 to \$77.79.
- (10) The option became exercisable as to 25% of the shares on February 18, 2011, and became exercisable as to 1/48th of the shares each full month thereafter.
- (11)

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The option became exercisable as to 25% of the shares on January 27, 2012, and became exercisable as to 1/48th of the shares each full month thereafter.

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