

GENENTECH INC

Form 4

April 19, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTTER MYRTLE S

(Last) (First) (Middle)

1 DNA WAY

(Street)

SO SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENENTECH INC [DNA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

PRESIDENT,

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	03/04/2005		G	V 1,552 D \$ 0	1,254	D	
Common Stock	04/15/2005		M	20,374 A \$ 32.84	21,628	D	
Common Stock	04/15/2005		S	20,374 D \$ 69.74	1,254	D	
Common Stock	04/15/2005		M	29,554 A \$ 20.9	30,808	D	
Common Stock	04/15/2005		S	29,554 D \$ 69.74	1,254	D	

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Common Stock	04/15/2005	M	14,937	A	\$ 23.75	16,191	D	
Common Stock	04/15/2005	S	14,937	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	62,500	A	\$ 14.28	63,754	D	
Common Stock	04/15/2005	S	62,500	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	45,000	A	\$ 42.05	46,254	D	
Common Stock	04/15/2005	S	45,000	D	\$ 69.74	1,254	D	
Common Stock						1,833	I	by Managed Account

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/15/2005		M	62,500	09/12/2002 ⁽¹⁾ 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.9	04/15/2005		M	29,554	09/26/2001 ⁽¹⁾ 09/26/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.75	04/15/2005		M	14,937	10/23/2001 ⁽¹⁾ 10/23/2011	Common Stock
	\$ 32.84	04/15/2005		M	20,374	05/15/2000 ⁽²⁾ 05/15/2010	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 42.05

04/15/2005

M

45,000

09/11/2003⁽¹⁾ 09/11/2013

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTER MYRTLE S 1 DNA WAY SO SAN FRANCISCO, CA 94080			PRESIDENT,	

Signatures

By: Karen L. Strand, Attorney-in-Fact For: Myrtle S.
Potter

04/19/2005

__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).

This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares vesting in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

(1) With regard to 2/3 of the original grant, 25% of the shares vest one year from the grant date and 75% of the shares vest in equal monthly increments over the following three years. With regard to 1/3 of the original grant, 25% of the shares vest two years from the grant date and 75% of the shares vest in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

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

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