GENOMIC HEALTH INC

Form 4

February 10, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Baker Biotech Capital (GP), LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) GENOMIC HEALTH INC [GHDX]

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

667 MADISON AVENUE, 21ST **FLOOR**

(Street)

(Month/Day/Year)

02/08/2012 below)

_X__ Director _ 10% Owner Other (specify Officer (give title

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

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

26.2686

NEW YORK, NY US 10065

Stock (1)

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqui	ired, Disposed of	, or Beneficia	ally 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. Securition Dispose (Instr. 3, 4	ed of (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 (1) (2)	02/08/2012		P	999	A	\$ 26.1651	1,307,280	I	Through Partnership (3)
Common Stock (1) (2)	02/08/2012		P	22,251	A	\$ 26.1757	1,329,531	I	Through Partnership (3)
Common Stock (1)	02/08/2012		P	9,891	A	\$ 26.2554	1,339,422	I	Through Partnership (3)
Common	02/09/2012		P	387	A	\$	1,339,809	I	Through

Partnership

(2)								(3)
Common Stock (1) (2)	02/09/2012	P	7,858	A	\$ 26.3264	1,347,667	I	Through Partnership (3)
Common Stock (1) (2)	02/09/2012	P	615	A	\$ 26.236	1,348,282	I	Through Partnership (3)
Common Stock (1) (2)	02/10/2012	P	17,339	A	\$ 26.6033	1,365,621	I	Through Partnership (3)
Common Stock (1) (2)	02/10/2012	P	2,865	A	\$ 26.6219	1,368,486	I	Through Partnership (3)
Common Stock (1) (2)	02/10/2012	P	4,378	A	\$ 26.5164	1,372,864	I	Through Partnership (3)

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transa Code (Instr.	ection 8)	5. aNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
	X	X						

Reporting Owners 2

Baker Biotech Capital (GP), LLC 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065

BAKER JULIAN

667 MADISON AVENUE, 21ST FLOOR X X

NEW YORK, NY US 10065

BAKER FELIX

667 MADISON AVENUE, 21ST FLOOR X X

NEW YORK, NY US 10065

Signatures

/s/ Julian C. Baker, as LLC	Managing Member of Baker Biotech Capital (GP),	02/10/2012
	**Signature of Reporting Person	Date
/s/ Julian C. Baker		02/10/2012
	**Signature of Reporting Person	Date
/s/ Felix J. Baker		02/10/2012
	**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).
- In addition to Baker Biotech Capital (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker and Felix J. Baker each of whom has the same business address as Baker Biotech Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a director of the Issuer. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a group of such shareholders. (Continued in footnote 2).
- However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.
- Represents securities owned directly by 667, L.P., the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership (3) the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Biotech Capital (GP), LLC.

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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