Cole G Bradley Form 4 October 11, 2012

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

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

s: January 31, 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Cole G Bradley			2. Issuer Name <b>and</b> 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 an applicable)		
301 PENOBSCOT DRIVE		E	(Month/Day/Year) 10/09/2012	Director 10% Owner _X_ Officer (give title Other (specify below) COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD C	ITY, CA 94	-063	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi our Dispo (Instr. 3,	sed of 4 and (A) or	` '	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	10/09/2012		M	2,500	A	\$ 1.33 (1)	16,585	D	
Common Stock (2)	10/09/2012		S	2,500	D	\$ 34.7959 (3) (4)	14,085 (5) (6)	D	

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

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SEC 1474

(9-02)

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# 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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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 (right to buy)	\$ 1.33	10/09/2012		M	2,500	<u>(7)</u>	07/06/2014	Common Stock	2,500	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Cole G Bradley

301 PENOBSCOT DRIVE COO

REDWOOD CITY, CA 94063

## **Signatures**

/s/ Dean L. Schorno, Attorney-in-fact

\*\*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).
- The number of shares originally covered by the exercised option was 150,000 with an exercise price per share of \$1.38. In connection with the issuer's initial public offering on October 4, 2005, a conditional dividend was issued which increased the number of shares covered by the option by 6,033 to 156,033, reducing the effective exercise price per share to \$1.33.
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 11, 2011.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$34.52 to \$35.10.
- (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) Includes 6,700 restricted stock units awarded February 5, 2012 which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014 and 1/3 of the shares on February 15, 2015.

**(6)** 

Reporting Owners 2

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Includes 6,750 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on each of February 15, 2013 and 2014, and the 1/3 of the shares that vested on February 15, 2012, net of withholding.

(7) The option became exercisable as to 25% of the shares on July 6, 2005, 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.