

GENOMIC HEALTH INC
Form 4/A
August 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Schorno Dean L

(Last) (First) (Middle)
301 PENOBSCOT DRIVE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/12/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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)
Common Stock	08/09/2013		M	A	\$ 17.18 25,436	D	
Common Stock ⁽¹⁾	08/09/2013		S	D	\$ 33.1452 21,436 ^{(4) (5)} ₍₆₎	D	
Common Stock					6,149	I	By Charles Schwab & Co. as Custodian for Dean L. Schorno,

IRA

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.18	08/09/2013		M	4,000	(7) 02/18/2020	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schorno Dean L 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			CFO	

Signatures

/s/ Dean L.
Schorno 08/15/2013

**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) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on February 25, 2013.

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- (2) 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.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$32.93 to \$33.31.
- (4) Includes 3,900 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on February 15, 2014, and the 1/3 of the shares that vested on each of February 15, 2012 and 2013, net of withholding.
- (5) Includes 4,000 restricted stock units awarded February 5, 2012, of which 1/3 vest on each of February 15, 2014 and 2015, and the 1/3 of the shares that vested on February 15, 2013, net of withholding.
- (6) Includes 3,600 restricted stock units awarded July 25, 2013, of which 1/3 of the shares vest on each of February 15, 2014, 2015 and 2016.
- (7) The option became exercisable as to 25% of the shares on February 18, 2011, and becomes exercisable as to 1/48th of the shares each full month thereafter.

Remarks:

The purpose of this Amendment is to correct Table II, Item 9 above as a result of amending the July 9, 2013 Form 4.

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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