

GENOMIC HEALTH INC
Form 4
November 14, 2013

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 *
Popovits Kimberly J

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

REDWOOD CITY, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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)
			Code	V	Amount or Price		
Common Stock	11/12/2013		M		2,500 A \$ 9.39	29,366	D
Common Stock ⁽¹⁾	11/12/2013		S		2,500 D \$ 34.1693 ^{(2) (3)}	26,866 ^{(4) (5)} ₍₆₎	D
Common Stock	11/13/2013		M		2,500 A \$ 9.39	29,366	D
Common Stock ⁽¹⁾	11/13/2013		S		2,500 D \$ 35 ⁽⁷⁾	26,866 ^{(4) (5)} ₍₆₎	D
Common Stock						12,298	I Held by UBS for

Common Stock	15,744	I	Benefit of Kimberly Popovits Held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits is trustee.
Common Stock	207,432	I	Held by the Popovits 2010 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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.39	11/12/2013		M	2,500	(8) 12/01/2015	Common Stock	2,500	
Employee Stock Option (right to buy)	\$ 9.39	11/13/2013		M	2,500	(8) 12/01/2015	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

Signatures

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

11/14/2013

__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 20, 2013.
- (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 \$33.88 to \$34.40.
- (4) Includes 10,000 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 10,000 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 9,000 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) Represents actual sale price.
- (8) The option became exercisable as to 25% of the shares on December 1, 2006, 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.