

POTTER MYRTLE S
Form 4
May 27, 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)
05/26/2005

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 below) ____ Other (specify
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 (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 | 05/26/2005 | | M | 9,103 A | \$ 14.28 10,357 | D | |
| Common Stock | 05/26/2005 | | S | 9,103 D | \$ 78.75 1,254 | D | |
| Common Stock | 05/26/2005 | | M | 100 A | \$ 14.28 1,354 | D | |
| Common Stock | 05/26/2005 | | S | 100 D | \$ 78.74 1,254 | D | |
| Common Stock | 05/26/2005 | | M | 1,214 A | \$ 14.28 2,468 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|--------------------|
| Common Stock | 05/26/2005 | S | 1,214 | D | \$ 78.73 | 1,254 | D | |
| Common Stock | 05/26/2005 | M | 7,500 | A | \$ 42.05 | 8,754 | D | |
| Common Stock | 05/26/2005 | S | 7,500 | D | \$ 78.73 | 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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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 14.28 | 05/26/2005 | | M | 9,103 | 09/12/2002 ⁽¹⁾ 09/12/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.28 | 05/26/2005 | | M | 100 | 09/12/2002 ⁽¹⁾ 09/12/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.28 | 05/26/2005 | | M | 1,214 | 09/12/2002 ⁽¹⁾ 09/12/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 42.05 | 05/26/2005 | | M | 7,500 | 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: Janna Berry, Attorney-in-Fact For: Myrtle S.
Potter

05/27/2005

__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
(1) vesting 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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