

GENENTECH INC

Form 4

May 31, 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)
05/27/2005

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	05/27/2005		M	3,000 A	\$ 32.84 4,254	D	
Common Stock	05/27/2005		S	3,000 D	\$ 78.92 1,254	D	
Common Stock	05/27/2005		M	1,400 A	\$ 20.9 2,654	D	
Common Stock	05/27/2005		S	1,400 D	\$ 78.92 1,254	D	
Common Stock	05/27/2005		M	1,100 A	\$ 20.9 2,354	D	

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Common Stock	05/27/2005	S	1,100	D	\$ 78.95	1,254	D	
Common Stock	05/27/2005	M	900	A	\$ 20.9	2,154	D	
Common Stock	05/27/2005	S	900	D	\$ 78.96	1,254	D	
Common Stock	05/27/2005	M	2,000	A	\$ 20.9	3,254	D	
Common Stock	05/27/2005	S	2,000	D	\$ 78.97	1,254	D	
Common Stock	05/27/2005	M	5,000	A	\$ 20.9	6,254	D	
Common Stock	05/27/2005	S	5,000	D	\$ 78.99	1,254	D	
Common Stock	05/27/2005	M	1,200	A	\$ 20.9	2,454	D	
Common Stock	05/27/2005	S	1,200	D	\$ 79.05	1,254	D	
Common Stock	05/27/2005	M	5,800	A	\$ 23.75	7,054	D	
Common Stock	05/27/2005	S	5,800	D	\$ 79.05	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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount

Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	1,400	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	1,100	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	900	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	2,000	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	5,000	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 20.9	05/27/2005	M	1,200	09/26/2001 ⁽¹⁾	09/26/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 23.75	05/27/2005	M	5,800	10/23/2001 ⁽¹⁾	10/23/2011	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 32.84	05/27/2005	M	3,000	05/15/2000 ⁽²⁾	05/15/2010	Common Stock	3

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

05/31/2005

__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).

(1)

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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 vesting in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

- (2) With regard to 2/3 of the original grant, 25% of the shares vest one year from the grant date and 75% of the shares vest in equal monthly increments over the following three years. With regard to 1/3 of the original grant, 25% of the shares vest two years from the grant date and 75% of the shares vest 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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