

GENENTECH INC

Form 4

January 17, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EBERSMAN DAVID A

(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)
01/12/2007

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)
EVP & CHIEF FINANCIAL OFFICER

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/12/2007		M		1,400	A	\$ 40.99	9,497	D
Common Stock	01/12/2007		S		1,400	D	\$ 87.13	8,097	D
Common Stock	01/12/2007		M		100	A	\$ 40.99	8,197	D
Common Stock	01/12/2007		S		100	D	\$ 87.12	8,097	D
Common Stock	01/12/2007		M		850	A	\$ 40.99	8,947	D

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Common Stock	01/12/2007	S	850	D	\$ 87.11	8,097	D
Common Stock	01/12/2007	M	1,600	A	\$ 40.99	9,697	D
Common Stock	01/12/2007	S	1,600	D	\$ 87.1	8,097	D
Common Stock	01/12/2007	M	400	A	\$ 40.99	8,497	D
Common Stock	01/12/2007	S	400	D	\$ 87.09	8,097	D
Common Stock	01/12/2007	M	2,100	A	\$ 40.99	10,197	D
Common Stock	01/12/2007	S	2,100	D	\$ 87.08	8,097	D
Common Stock	01/12/2007	M	900	A	\$ 40.99	8,997	D
Common Stock	01/12/2007	S	900	D	\$ 87.07	8,097	D
Common Stock	01/12/2007	M	500	A	\$ 40.99	8,597	D
Common Stock	01/12/2007	S	500	D	\$ 87.06	8,097	D
Common Stock	01/12/2007	M	1,015	A	\$ 40.99	9,112	D
Common Stock	01/12/2007	S	1,015	D	\$ 87.05	8,097	D
Common Stock	01/12/2007	M	800	A	\$ 40.99	8,897	D
Common Stock	01/12/2007	S	800	D	\$ 87.04	8,097	D
Common Stock	01/12/2007	M	1,200	A	\$ 40.99	9,297	D
Common Stock	01/12/2007	S	1,200	D	\$ 87.03	8,097	D
Common Stock	01/12/2007	M	2,100	A	\$ 40.99	10,197	D
Common Stock	01/12/2007	S	2,100	D	\$ 87.02	8,097	D
Common Stock	01/12/2007	M	7,100	A	\$ 40.99	15,197	D
	01/12/2007	S	7,100	D		8,097	D

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Common Stock					\$ 87.01		
Common Stock	01/12/2007	M	18,132	A	\$ 40.99	26,229	D
Common Stock	01/12/2007	S	18,132	D	\$ 87	8,097	D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		600		<u>(1)</u>	09/20/2010	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		305		<u>(1)</u>	09/20/2010	Common Stock	305
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		600		<u>(1)</u>	09/20/2010	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		1,200		<u>(1)</u>	09/20/2010	Common Stock	1,200
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		700		<u>(1)</u>	09/20/2010	Common Stock	700
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007		M		288		<u>(1)</u>	09/20/2010	Common Stock	288
	\$ 40.99	01/12/2007		M		800		(1)	09/20/2010		800

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Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	550	<u>(1)</u>	09/20/2010	Common Stock	550	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	2,050	<u>(1)</u>	09/20/2010	Common Stock	2,050	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	205	<u>(1)</u>	09/20/2010	Common Stock	205	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	2,300	<u>(1)</u>	09/20/2010	Common Stock	2,300	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	1,000	<u>(1)</u>	09/20/2010	Common Stock	1,000	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	405	<u>(1)</u>	09/20/2010	Common Stock	405	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	100	<u>(1)</u>	09/20/2010	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	700	<u>(1)</u>	09/20/2010	Common Stock	700	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	1,400	<u>(1)</u>	09/20/2010	Common Stock	1,400	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	100	<u>(1)</u>	09/20/2010	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	850	<u>(1)</u>	09/20/2010	Common Stock	850	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	1,600	<u>(1)</u>	09/20/2010	Common Stock	1,600	
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	400	<u>(1)</u>	09/20/2010	Common Stock	400	
Non-Qualified Stock Option	\$ 40.99	01/12/2007	M	2,100	<u>(1)</u>	09/20/2010	Common Stock	2,100	

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	900	<u>(1)</u>	09/20/2010	Common Stock	90
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	500	<u>(1)</u>	09/20/2010	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	1,015	<u>(1)</u>	09/20/2010	Common Stock	1,0
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	800	<u>(1)</u>	09/20/2010	Common Stock	80
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	1,200	<u>(1)</u>	09/20/2010	Common Stock	1,2
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	2,100	<u>(1)</u>	09/20/2010	Common Stock	2,1
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	7,100	<u>(1)</u>	09/20/2010	Common Stock	7,1
Non-Qualified Stock Option (right to buy)	\$ 40.99	01/12/2007	M	18,132	<u>(1)</u>	09/20/2010	Common Stock	18,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERSMAN DAVID A 1 DNA WAY SO SAN FRANCISCO, CA 94080			EVP & CHIEF FINANCIAL OFFICER	

Signatures

David A.
Ebersman

01/16/2007

**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) 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

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Genentech.

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