

EBERSMAN DAVID A

Form 4

March 30, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
03/26/2009

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)
Common Stock	03/26/2009	03/26/2009	D	3,641 D	\$ 95 (1) 0	D	
Common Stock	03/26/2009		D	4,977 D	\$ 95 (1) 0	I	by Trust (2)

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	03/26/2009		D	180,000 (3)	09/12/2002 ⁽⁴⁾	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.9	03/26/2009		D	106,400 (3)	09/26/2001 ⁽⁴⁾	09/26/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/26/2009		D	132,000 (3)	09/11/2003 ⁽⁴⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	03/26/2009		D	150,000 (3)	09/23/2004 ⁽⁴⁾	09/23/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 79.17	03/26/2009		D	135,000 (3)	09/20/2007 ⁽⁴⁾	09/20/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 79.55	03/26/2009		D	125,000 (3)	09/20/2008 ⁽⁴⁾	09/20/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 85.83	03/26/2009		D	157,500 (3)	09/23/2005 ⁽⁴⁾	09/23/2015	Common Stock

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

By: ADAM B. LAUTNER For: DAVID A. EBERSMAN

03/30/2009

__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) Disposed of pursuant to the Agreement and Plan of Merger between the issuer, Roche Holdings Inc. and Roche Investments USA dated March 12, 2009.
- (2) Shares held in the Ebersman Family Trust UAD 5/29/02, for which the reporting person is a co-trustee and beneficiary along with his spouse.
- (3) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.
- (4) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.
- (5) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.

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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