

Scott Randal W
 Form 4
 November 14, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Scott Randal W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

REDWOOD CITY, CA 94403

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock ⁽¹⁾ | 11/10/2011 | | S | | 10,000 | D | \$ 26.9549 _{(2) (3)} |
| Common Stock ⁽¹⁾ | 11/11/2011 | | S | | 10,000 | D | \$ 27.528 _{(2) (4)} |
| Common Stock | | | | | 12,298 | I | |

By
 Morgan Stanley DW Inc.
 as
 Custodian
 for Randal

| | | | | | | | |
|--------------|--|--|--|--|-------|---|--|
| Common Stock | | | | | 3,466 | I | W. Scott, IRA Held in trust for the benefit of Dr.Scott's children, of which Dr. Scott's sister is trustee. |
|--------------|--|--|--|--|-------|---|--|

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Scott Randal W 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403 | X | | Executive Chairman | |

Signatures

Dean L. Schorno,
Attorney-in-fact

11/14/2011

__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 August 6, 2010.
- (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 \$26.76 to \$27.22.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$27.10 to \$27.8006.
- (5) Includes 4,500 restricted stock units granted on January 27, 2011, which vest as to 1/3 of the shares on February 15, 2012, 1/3 of the shares on February 15, 2013, and 1/3 of the shares on February 15, 2014.

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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