

Schorno Dean L
 Form 4/A
 February 08, 2012

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

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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 *
 Schorno Dean L

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

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	02/05/2012		A		4,000 (1)	A	\$ 0
Common Stock					21,900	(2)	D
					6,149		I

By Charles Schwab & Co. as Custodian for Dean L. Schorno, IRA

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.34	02/05/2012		A	36,000	<u>(3)</u> 02/05/2022	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schorno Dean L 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			CFO	

Signatures

Dean L. Schorno
02/08/2012

**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) Restricted stock units awarded on February 5, 2012, which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014, and 1/3 of the shares on February 15, 2015.
- (2) Includes 3,900 restricted stock units awarded 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.
- (3) The option became exercisable as to 25% of the shares on February 3, 2013, and became exercisable as to 1/48th of the shares each full month thereafter.

Remarks:

The purpose of this Amendment is to correct the option exercisable date as to 25% of the shares to February 3, 2013 in Note (3)

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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