

GENOMIC HEALTH INC
 Form 4
 June 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Popovits Kimberly J

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

REDWOOD CITY, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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)
Common Stock	06/12/2014		M	A	\$ 9.39 39,965	D	
Common Stock ⁽¹⁾	06/12/2014		S	D	\$ 26.0982 36,965 ⁽⁴⁾ <u>(2) (3)</u>	D	
Common Stock	05/20/2014		G ⁽⁵⁾	V	1,081 A \$ 0 16,825	I	Held in trust for the benefit of Ms. Popovits' son, of which Ms.

Common Stock	05/20/2014		G ⁽⁵⁾	V	1,081	D	\$ 0	205,201	I	Popovits is trustee. Held by the Popovits 2010 Trust
Common Stock								12,298	I	Held by UBS for Benefit of Kimberly Popovits

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 (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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.39	06/12/2014		M	3,000	⁽⁶⁾ 12/01/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

Signatures

/s/ Dean L. Schorno,
Attorney-in-fact

06/16/2014

__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 March 10, 2014.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$26.01 to \$25.69.
- (3) 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.
- (4) Includes an aggregate of 22,335 shares of common stock issuable pursuant to previously reported restricted stock unit awards that have not vested.
- (5) This transaction involved a gift of common stock by the trust of the reporting person to her son in trust, for which the reporting person is the trustee.
- (6) The option became exercisable as to 25% of the shares on December 1, 2006, and became exercisable as to 1/48th of the shares each full month thereafter.

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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