

Vaughn James J
Form 4
June 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Vaughn James J

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)

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

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

301 PENOBSCOT DRIVE

06/04/2018

Chief Commercial Officer

(Street)

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

REDWOOD CITY, CA 94063

(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	06/04/2018		M		9,000	A	\$ 22.98
							38,655 ⁽¹⁾
Common Stock ⁽²⁾	06/04/2018		S		9,000	D	\$ 43.8708
							29,655 ⁽¹⁾
							⁽³⁾ ⁽⁴⁾
Common Stock	06/04/2018		M		13,500	A	\$ 27.48
							43,155 ⁽¹⁾
Common Stock ⁽²⁾	06/04/2018		S		10,977	D	\$ 44.6691
							32,178 ⁽¹⁾
							⁽³⁾ ⁽⁵⁾
	06/04/2018		S		2,523	D	29,655 ⁽¹⁾

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Common Stock ⁽²⁾					\$ 45.4689			
					<u>(3)</u> <u>(6)</u>			
Common Stock	06/04/2018	M	20,000	A	\$ 27	49,655	<u>(1)</u>	D
Common Stock ⁽²⁾	06/04/2018	S	7,552	D	\$ 46.0652	42,103	<u>(1)</u>	D
					<u>(3)</u> <u>(7)</u>			
Common Stock ⁽²⁾	06/04/2018	S	12,448	D	\$ 46.8261	29,655	<u>(1)</u>	D
					<u>(3)</u> <u>(8)</u>			
Common Stock	06/04/2018	M	16,268	A	\$ 28.05	45,923	<u>(1)</u>	D
Common Stock ⁽²⁾	06/04/2018	S	9,639	D	\$ 47.5743	36,284	<u>(1)</u>	D
					<u>(3)</u> <u>(9)</u>			
Common Stock ⁽²⁾	06/04/2018	S	6,629	D	\$ 48.3285	29,655	<u>(1)</u>	D
					<u>(3)</u> <u>(10)</u>			
Common Stock	06/04/2018	M	12,000	A	\$ 29.34	41,655	<u>(1)</u>	D
Common Stock ⁽²⁾	06/04/2018	S	12,000	D	\$ 48.5736	29,655	<u>(1)</u>	D
					<u>(3)</u> <u>(11)</u>			
Common Stock	06/04/2018	M	10,000	A	\$ 17.18	39,655	<u>(1)</u>	D
Common Stock ⁽¹²⁾	06/04/2018	S	10,000	D	\$ 43.4088	29,655	<u>(1)</u>	D
					<u>(3)</u> <u>(13)</u>			
Common Stock ⁽¹²⁾	06/04/2018	S	8,594	D	\$ 43.4209	21,061	<u>(1)</u>	D
					<u>(3)</u> <u>(14)</u>			
Common Stock ⁽¹²⁾	06/04/2018	S	4,052	D	\$ 43.542	17,009	<u>(1)</u>	D
					<u>(3)</u> <u>(15)</u>			

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)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.18	06/04/2018		M	10,000	<u>(16)</u> 02/18/2020	Common Stock	0	
Employee Stock Option (right to buy)	\$ 22.98	06/04/2018		M	9,000	<u>(17)</u> 01/27/2021	Common Stock	0	
Employee Stock Option (right to buy)	\$ 29.34	06/04/2018		M	12,000	<u>(18)</u> 02/05/2022	Common Stock	0	
Employee Stock Option (right to buy)	\$ 28.05	06/04/2018		M	16,268	<u>(19)</u> 01/31/2023	Common Stock	0	
Employee Stock Option (right to buy) Holding	\$ 27	06/04/2018		M	20,000	<u>(20)</u> 02/16/2026	Common Stock	0	
Employee Stock Option (right to buy) Holding	\$ 27.48	06/04/2018		M	13,500	<u>(21)</u> 01/31/2027	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vaughn James J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			Chief Commercial Officer	

Signatures

/s/ Jason W.Radford,
Attorney-in-fact

06/06/2018

__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) Includes an aggregate of 15,534 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
 - (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on March 9, 2018.
 - (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) Represents weighted average sale price. Actual sale prices ranged from \$43.68 to \$44.23.
 - (5) Represents weighted average sale price. Actual sale prices ranged from \$44.23 to \$45.14.
 - (6) Represents weighted average sale price. Actual sale prices ranged from \$45.32 to \$45.61.
 - (7) Represents weighted average sale price. Actual sale prices ranged from \$45.61 to \$46.60.
 - (8) Represents weighted average sale price. Actual sale prices ranged from \$46.64 to \$47.10.
 - (9) Represents weighted average sale price. Actual sale prices ranged from \$47.10 to \$48.08.
 - (10) Represents weighted average sale price. Actual sale prices ranged from \$48.16 to \$48.40.
 - (11) Represents weighted average sale price. Actual sale prices ranged from \$48.40 to \$48.79.
 - (12) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on June 8, 2017.
 - (13) Represents weighted average sale price. Actual sale prices ranged from \$43.20 to \$43.51.
 - (14) Represents weighted average sale price. Actual sale prices ranged from \$43.25 to \$43.68.
 - (15) Represents weighted average sale price. Actual sale prices ranged from \$43.51 to \$43.66.
 - (16) The option became exercisable as to 25% of the shares on February 18, 2011, and became exercisable as to 1/48th of the shares each full month thereafter.
 - (17) The option became exercisable as to 25% of the shares on January 27, 2012, and became exercisable as to 1/48th of the shares each full month thereafter.
 - (18) The option became exercisable as to 25% of the shares on February 5, 2013, and became exercisable as to 1/48th of the shares each full month thereafter.
 - (19) The option became exercisable as to 25% of the shares on January 31, 2014, and becomes exercisable as to 1/48th of the shares each full month thereafter.
 - (20) The option became exercisable as to 25% of the shares on February 16, 2017, and became exercisable as to 1/48th of the shares each full month thereafter.

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- (21) The option became exercisable as to 25% of the shares on January 31, 2018, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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