Shak Steven Form 4 June 13, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre Shak Steven	ess of Reportin	ng Person *	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			
301 PENOBSCOT DRIVE			(Month/Day/Year) 06/11/2018	Director 10% OwnerX Officer (give title Other (specify below) Chief Scientific Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD CI	ITY, CA 94	1063	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

REDWOOI	O CITY, CA 9400	63	Person								
(City)	(State)	(Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature o				
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect				
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial				
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership				
					Following	or Indirect	(Instr. 4)				

		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Indi (I) (Instr.
Common Stock	06/11/2018		M		A	\$ 17.33	341,416 <u>(1)</u>	D
Common Stock (2)	06/11/2018		S	4,991	D	\$ 50.1411 (3) (4)	336,425 (1)	D
Common Stock (2)	06/11/2018		S	509	D	\$ 50.9734 (3) (5)	335,916 (1)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) of

4)

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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. Transactic Code (Instr. 8)	5. Number owf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.33	06/11/2018		M	5,500	<u>(6)</u>	12/04/2018	Common Stock	0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shak Steven

301 PENOBSCOT DRIVE Chief Scientific Officer

REDWOOD CITY, CA 94063

Signatures

/s/ Jason W. Radford, Attorney-in-fact 06/13/2018

**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 13,320 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 \$49.73 to \$50.66.

Reporting Owners 2

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- (5) Represents weighted average sale price. Actual sale prices ranged from \$50.87 to \$51.05.
- (6) The option became exercisable as to 25% of the shares on December 4, 2009, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.