

GENOMIC HEALTH INC

Form 4

October 03, 2012

**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

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 \*  
**BAKER FELIX**

(Last) (First) (Middle)

**667 MADISON AVENUE, 21ST FLOOR**

(Street)

**NEW YORK, NY US 10065**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**GENOMIC HEALTH INC [GHDX]**

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

**10/01/2012**

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	10/01/2012		A		288	A	\$ 35.89
Common Stock					173,897	I	See footnote <sup>(2)</sup> <sup>(9)</sup>
Common Stock					194,161	I	See footnote <sup>(3)</sup> <sup>(9)</sup> <sup>(10)</sup>
Common Stock					173,897	I	See footnote <sup>(4)</sup> <sup>(9)</sup> <sup>(10)</sup>

Edgar Filing: GENOMIC HEALTH INC - Form 4

Common Stock	13,238	I	See footnote (5) (9) (10)
Common Stock	1,488,539	I	See footnote (6) (9) (10)
Common Stock	9,086,690	I	See footnote (7) (9) (10)
Common Stock	247,063	I	See footnote (8) (9) (10)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		

## Signatures

/s/ Felix J. Baker

10/03/2012

\*\*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 issued to the Reporting Person pursuant to the Genomic Health, Inc. (the "Issuer") 2005 Stock Incentive Plan in lieu of director retainer fees of \$10,000. Restricted stock is fully vested.
- Felix J. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of the Issuer's Common Stock directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim
- (2) beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that either Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- As a result of his ownership interest in Baker Tisch Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest in 194,161 shares of Common Stock of the Issuer directly held by Baker Tisch Investments, L.P. ("Baker Tisch"), a limited
- (3) partnership of which the sole general partner is Baker Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker Tisch Capital (GP), LLC, due to Baker Tisch Capital L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch.
- As a result of his ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of the Issuer directly held by Baker Bros. Investments, L.P. ("Bake Bros. Investments"), a
- (4) limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments.
- As a result of his ownership interest in Baker Bros. Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest in 13,238 shares of Common Stock of the Issuer directly held by Baker Bros. Investments II, L.P. ("Baker Bros. Investments
- (5) II"), a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments II.
- As a result of his ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest in 1,488,539 shares of Common Stock of the Issuer directly held by 667, L.P. ("667"), a limited partnership of which the sole
- (6) general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- As a result of his ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest 9,086,690 shares of Common Stock of the Issuer directly held by Baker Brothers Life Sciences, L.P. ("Life
- (7) Sciences"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- As a result of his ownership interest in 14159 Capital (GP), LLC, Felix J. Baker may be deemed to have an indirect pecuniary interest in 247,063 shares of Common Stock of the Issuer directly held by 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros.
- (8) Investments, Baker Bros. Investments II, 667 and Life Sciences, the "Funds"), a limited partnership of which the sole general partner is 14159 Capital L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital L.P.'s right to receive an allocation of a portion of the profits from 14159.
- (9) The aggregate indirect beneficial ownership reported on this form is 11,377,485 shares.
- Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Julian C. Baker and Felix J. Baker are principals of the Adviser. The Adviser has complete and unlimited discretion and authority
- (10) with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

## Edgar Filing: GENOMIC HEALTH INC - Form 4

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.