

GENOMIC HEALTH INC
 Form 3
 September 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LIVINGSTON RANDALL S		(Month/Day/Year)	GENOMIC HEALTH INC [GHDX]	
(Last)	(First)	(Middle)	09/28/2005	
STANFORD UNIVERSITY, Â BUILDING 10, MAIN QUADRANGLE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	
STANFORD, Â CA Â 94305				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Series E Preferred Stock	Â (1)	Â (2)	Common Stock	5,910 (3)	\$ (4)	D	Â
Stock Option (right to buy)	Â (5)	10/06/2014	Common Stock	16,666 (6)	\$ 1.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIVINGSTON RANDALL S STANFORD UNIVERSITY BUILDING 10, MAIN QUADRANGLE STANFORD, CA 94305	Â X	Â	Â	Â

Signatures

/s/ G. Bradley Cole,
Attorney-In-Fact

09/28/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 securities are exercisable immediately.
- (2) These securities do not have an expiration date.
- (3) Does not include shares of Common Stock that will be issued to the Reporting Person upon consummation of the Issuer's initial public offering (the "IPO") as a result of either (a) the distribution of the conditional dividend of shares of Common Stock declared by the Issuer's Board of Directors on September 8, 2005 in the event the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend") or (b) the Increased Conversion Rate (as defined in footnote 4 below).
- (4) Upon consummation of the IPO, every 3 shares of Series E Preferred Stock will be converted into 1 share of Common Stock; provided, however, if the price per share of shares sold in the IPO is less than \$11.40, the conversion rate will be 1.128 shares of Common Stock for every 3 shares of Series E Preferred Stock (the "Increased Conversion Rate").
- (5) The option becomes exercisable as to 25% of the shares on October 6, 2005, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- (6) Does not include additional shares of Common Stock underlying the option if the Conditional Dividend is distributed upon consummation of the IPO.

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.