

GENOMIC HEALTH INC
Form 4
October 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
Scott Randal W

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

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2005

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)
Chairman 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/04/2005		C		1,333,333	A	\$ 0 1,928,333	D	
Common Stock	10/04/2005		C		216,216	A	\$ 0 2,144,549	D	
Common Stock	10/04/2005		J		86,750 ⁽¹⁾	A	\$ 0 ₍₁₎ 2,231,299	D	
Common Stock	10/04/2005		C		11,820	A	\$ 0 11,820	I	By Morgan Stanley DW Inc. as Custodian for Randal

Common Stock	10/04/2005	J	478 ⁽²⁾	A	<u>\$ 0</u> ⁽²⁾	12,298	I	W. Scott, IRA By Morgan Stanley DW Inc. as Custodian for Randal W. Scott, IRA
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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred	⁽³⁾	10/04/2005		C	4,000,000	⁽⁴⁾ ⁽⁵⁾	Common Stock 1,333,333
Series B Preferred	⁽³⁾	10/04/2005		C	648,649	⁽⁴⁾ ⁽⁵⁾	Common Stock 216,216
Series E Preferred Stock	⁽³⁾					⁽⁴⁾ ⁽⁵⁾	Common Stock 11,820

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman and CEO	

Scott Randal W
301 PENOBSCOT DRIVE
REDWOOD CITY, CA 94063

Signatures

/s/ Randal W.
Scott

10/05/2005

**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).

- On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend"). As a result, the Reporting Person received 86,750 shares of Common Stock as of October 4, 2005, the closing date of the IPO.
- (1) As a result of the Conditional Dividend, the Reporting Person received 478 shares of Common Stock as of October 4, 2005, the closing date of the IPO.
 - (2) Every 3 shares of Preferred Stock were converted into 1 share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7.
 - (3) These securities are exercisable immediately.
 - (4) These securities do not have an expiration date.
 - (5)

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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