

GENOMIC HEALTH INC

Form 4

October 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
BYERS BROOK H

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)
2750 SAND HILL ROAD

(Street)

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

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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)		
Common Stock	10/04/2005		C	V	12,625	A	\$ 0 12,625	D	
Common Stock	10/04/2005		C		3,313	A	\$ 0 15,938	D	
Common Stock	10/04/2005		J		644 ⁽¹⁾	A	\$ 0 ⁽¹⁾ 16,582	D	
Common Stock	10/04/2005		C		1,267,747	A	\$ 0 ⁽³⁾ 1,267,747 ⁽²⁾	I	See footnote 3
Common Stock	10/04/2005		C		332,671	A	\$ 0 ⁽⁴⁾ 1,600,418 ⁽²⁾	I	See footnote 4
	10/04/2005		J		64,738 ⁽⁵⁾	A		I	

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Common Stock \$ 0 (5) 1,665,156 (2) (6) See footnote 6

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	<u>(7)</u>	10/04/2005		C	V	(A) 37,876	(D)	<u>(8)</u>	<u>(9)</u>	Common Stock	12,625
Series E Preferred Stock	<u>(7)</u>	10/04/2005		C	V	(A) 9,939	(D)	<u>(8)</u>	<u>(9)</u>	Common Stock	3,313
Series B Preferred Stock	<u>(7)</u>	10/04/2005		C	V	(A) 3,803,243	(D)	<u>(8)</u>	<u>(9)</u>	Common Stock	1,267,74
Series E Preferred Stock	<u>(7)</u>	10/04/2005		C	V	(A) 998,014	(D)	<u>(8)</u>	<u>(9)</u>	Common Stock	332,671

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYERS BROOK H 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Susan M. Biglieri,
Attorney-In-Fact 10/04/2005

**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).

(1) 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 644 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(2) The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(3) 1,267,747 shares of which 1,232,973 shares are directly held by Kleiner Perkins Caufield & Byers X-A, L.P. ("KPCB X-A") and 34,774 shares are directly held by Kleiner Perkins Caufield & Byers X-B, L.P. ("KPCB X-B"). KPCB X Associates, LLC ("Associates") is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Mr. Byers disclaims beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B.

(4) Of the 332,671 shares reported on this line, 323,546 shares are directly held by KPCB X-A and 9,125 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Brook H. Byers is a managing member of Associates. Mr. Byers disclaims beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B.

(5) As a result of the Conditional Dividend, the Reporting Person received 64,738 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

(6) Of the additional 64,738 shares reported on this line, 62,963 shares are directly held by KPCB X-A and 1,775 shares are directly held by KPCB X-B. Associates is the general partner of KPCB X-A and KPCB X-B. Mr. Byers disclaims beneficial ownership of the shares held directly by KPCB X-A and KPCB X-B.

(7) 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.

(8) These securities are exercisable immediately.

(9) These securities do not have an expiration date.

Remarks:

General Remarks:

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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