GENOMIC HEALTH INC

Form 4

October 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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 Address of Reporting Person * Baker Biotech Capital III (Z) (GP), LLC

(First)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 10/04/2005

(Check all applicable)

X 10% Owner Other (specify

667 MADISON AVENUE, 17TH **FLOOR**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person X_ Form filed by More than One Reporting

below)

NEW YORK, NY 10021

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	equired, Disposed	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4)	sposed	of	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	21,355	A	\$ 0	21,355 (1)	I	Through Partnerships (2)
Common Stock	10/04/2005		J	863 (3)	A	\$ 0 (3)	22,218 (1)	I	Through Partnerships (2)

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

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SEC 1474 (9-02)

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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 of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date urities (Month/Day/Year) uritied (A) Disposed of tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series E Preferred	<u>(4)</u>	10/04/2005		C	64,067	<u>(5)</u>	<u>(6)</u>	Common Stock	21,355	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Baker Biotech Capital III (Z) (GP), LLC 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021		X				
BAKER JULIAN 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021	X	X				

Signatures

LLC	lanaging Member of Baker Blotech Capital III (Z) (GP),	10/05/2005
	**Signature of Reporting Person	Date
/s/ Julian C. Baker		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).

In addition to Baker Biotech Capital III (Z) (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker, who has the same business address as Baker Biotech Capital III (Z) (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they

(1) were a member of a group of such shareholders. However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of such securities owned by any such person, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

Reporting Owners 2

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- Represents securities owned by Baker Biotech Fund III (Z), L.P., a limited partnership of which the sole general partner is Baker Biotech (2) Capital III (Z), L.P., a limited partnership of which the sole general partner is Baker Biotech Capital III (Z) (GP), LLC. Julian C. Baker is a controlling member of Baker Biotech Capital III (Z) (GP), LLC.
- 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. As a result, the Reporting Persons received 863 shares of Common Stock as of October 4, 2005, the closing date of the IPO.
- (4) 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.
- (5) These securities are exercisable immediately.
- (6) These securities do not have an expiration date.

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.