

Popovits Kimberly J  
Form 4  
August 15, 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 \*  
Popovits Kimberly J

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

REDWOOD CITY, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2012

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)  
President 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 or Price		
Common Stock	08/13/2012		M		1,897 A \$ 23.31	21,420 (1) (2)	D
Common Stock (3)	08/13/2012		S		1,897 D \$ 35.009 (4) (5)	19,523 (1) (2)	D
Common Stock	08/14/2012		M		3,103 A \$ 23.31	22,626 (1) (2)	D
Common Stock (3)	08/14/2012		S		3,103 D \$ 35.0674 (4) (6)	19,523 (1) (2)	D
Common Stock (3)	08/13/2012		S		5,000 D \$ 34.3871	228,406	I Held by the

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	(4)	(7)	
Common Stock	12,298	I	Popovits 2010 Trust Held by UBS for Benefit of Kimberly Popovits
Common Stock	14,770	I	Held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits is trustee.

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.31	08/13/2012		M	1,897	(8) 12/06/2017	Common Stock	1,897	
Employee Stock Option (right to buy)	\$ 23.31	08/14/2012		M	3,103	(8) 12/06/2017	Common Stock	3,103	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

## Signatures

/s/ Dean L. Schorno,  
Attorney-in-fact

08/15/2012

\_\_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) Includes 10,000 restricted stock units awarded February 5, 2012 which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014 and 1/3 of the shares on February 15, 2015.
- (2) Includes 10,000 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on each of February 15, 2013 and 2014, and the 1/3 of the shares that vested on February 15, 2012, net of withholding.
- (3) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 11, 2011.
- (4) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$35.00 to \$35.05.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$35.00 to \$35.21.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$34.02 to \$34.89.
- (8) The option became exercisable as to 25% of the shares on December 6, 2008, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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.