

GENOMIC HEALTH INC
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
HIBBS KATHY L

(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)
02/15/2014

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)
SVP & General Counsel

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	02/15/2014		F		1,022	D	\$ 27.62
					18,679	D	⁽¹⁾ ⁽²⁾ ₍₃₎
Common Stock	02/15/2014		F		838	D	\$ 27.62
					17,841	D	⁽¹⁾ ⁽³⁾ ₍₄₎
Common Stock	02/15/2014		F		742	D	\$ 27.62
					17,099	D	⁽¹⁾ ⁽⁴⁾ ₍₅₎
Common Stock ⁽⁶⁾	02/18/2014		S		1,312	D	\$ 27.8843
					15,787	D	⁽⁷⁾ ⁽⁸⁾ ₍₉₎

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

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- (6) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on May 28, 2013.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$27.51 to \$28.32.
- (8) 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.
- (9) Includes an aggregate of 12,405 shares of common stock issuable pursuant to previously reported restricted stock units awards that have not vested.

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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