Shak Steven Form 4 November 14, 2018

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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 Add Shak Steven	ress of Reporti	ng Person *	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)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
301 PENOBSCOT DRIVE (Street)			11/09/2018	_X_ Officer (give title Other (specify below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
REDWOOD C	CITY, CA 94	1063		Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

·		Tabl	ie 1 - 14011-	Derivative	Secu	rides Acquir	cu, Disposeu oi,	or beneficially	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/09/2018		M	5,500	A	\$ 17.33	342,241 (1)	D	
Common Stock (2)	11/09/2018		S	2,757	D	\$ 82.0805 (3) (4)	339,484 (1)	D	
Common Stock (2)	11/09/2018		S	1,006	D	\$ 83.248 (3) (5)	338,478 <u>(1)</u>	D	
Common Stock (2)	11/09/2018		S	735	D	\$ 84.4497 (3) (6)	337,743 (1)	D	
	11/09/2018		S	902	D		336,841 <u>(1)</u>	D	

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Common \$ \$ 85.2639 \$ $\frac{(3)}{(7)}$ Common \$ \$ 86.24 \$ 336,741 $\frac{(1)}{(1)}$ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number tion 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
Employee Stock Option (right to	\$ 17.33	11/09/2018		M		5,500	<u>(9)</u>	12/04/2018	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Shak Steven

301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063 Chief Scientific Officer

Signatures

buy)

/s/ Jason W. Radford, Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 an aggregate of 13,320 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on March 9, 2018.
- (3) 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.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$81.75 to \$82.67.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$82.80 to \$83.70.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$84.06 to \$84.88.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$85.08 to \$85.63.
- (8) Represents actual sale price.
- The option became exercisable as to 25% of the shares on December 4, 2009, and became 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.