

GENENTECH INC  
Form 424B4  
June 09, 2004

**PROSPECTUS SUPPLEMENT**

TO PROSPECTUS DATED MARCH 28, 2001

*FILED PURSUANT TO RULE  
424(B)(4)*

REGISTRATION NO. 333-37072

**GENENTECH, INC.****SHARES OF COMMON STOCK**

This prospectus supplement relates to the sale by certain selling shareholders of our common stock, par value \$.02 per share, that was originally delivered in exchange for Liquid Yield Option Notes due 2015 issued by Roche Holdings, Inc.

This prospectus supplement should be read in conjunction with the prospectus dated March 28, 2001, which is to be delivered with this prospectus supplement. All capitalized terms used but not defined in the prospectus supplement shall have the meanings given them in the prospectus.

The table below sets forth information as of the date hereof concerning beneficial ownership of the common stock of the selling shareholders as listed below. All information concerning beneficial ownership has been furnished by the selling shareholders.

<b>NAME</b>	<b>NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING</b>	<b>NUMBER OF SHARES OFFERED</b>	<b>NUMBER OF SHARES OF COMMON STOCK OWNED AFTER THE OFFERING</b>	<b>PERCENTAGE OF COMMON STOCK OUTSTANDING</b>
CGNU Life Global Convertibles	46,290	27,690	18,600	*
CU Life Global Convertibles	57,512	34,612	22,900	*
NULAP WP Global Convertibles	89,518	51,918	37,600	*
Alica Convertibles EG Builder 200 Convertible & Preferred MOC	51,918	51,918	0	*
Value Line Convertible Fund Inc	6,056	6,056	0	*
Basler Kantonalbank	19,902	19,902	0	*

Morley Fund Management A/C Alica Conv	25,959	25,959	0	*
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\* Less than 1%

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THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK. SEE  
[RISK FACTORS] BEGINNING ON PAGE 3 OF THE PROSPECTUS.  
THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE  
SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND  
EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED  
UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY  
REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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The date of this Prospectus Supplement is June 9, 2004.

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