

GENENTECH INC
Form 3
June 13, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Tessier-Lavigne Marc

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/04/2008

3. Issuer Name **and** Ticker or Trading Symbol
GENENTECH INC [DNA]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

1 DNA WAY

(Street)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)

EVP, RESEARCH DRUG
DISCOVERY

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

SO SAN

FRANCISCO,Â CAÂ 94080

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,159

D

Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Date Exercisable Expiration
Date Date

Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	24,375	\$ 53.23	D	Â
Non-Qualified Stock Option (right to buy)	10/18/2008 ⁽²⁾	10/18/2017	Common Stock	55,000	\$ 73.47	D	Â
Non-Qualified Stock Option (right to buy)	09/20/2007 ⁽²⁾	09/20/2016	Common Stock	72,000	\$ 79.17	D	Â
Non-Qualified Stock Option (right to buy)	09/20/2008 ⁽²⁾	09/20/2017	Common Stock	57,000	\$ 79.55	D	Â
Non-Qualified Stock Option (right to buy)	09/23/2005 ⁽¹⁾	09/23/2015	Common Stock	75,000	\$ 85.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tessier-Lavigne Marc 1 DNA WAY SO SAN FRANCISCO, CA 94080	Â	Â	Â EVP, RESEARCH DRUG DISCOVERY	Â

Signatures

By: ADAM LAUTNER For: MARC T
TESSIER-LAVIGNE

06/13/2008

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares vesting in equal monthly increments over the following three years. The option may be immediately exercisable with the consent of Genentech.

(1) This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares vesting in equal monthly increments over the following three years.

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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