

GENOMIC HEALTH INC

Form 4

June 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
Baker Bros. Capital (GP), LLC

(Last) (First) (Middle)

667 MADISON AVENUE 21ST FLOOR

(Street)

NEW YORK, NY US 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

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

06/07/2011

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)

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 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)
				(A) or (D) Price			
Common Stock ⁽¹⁾ ₍₂₎	06/07/2011		P	27 ⁽³⁾ A \$ 26.1685	194,323	I	Through Partnership ⁽⁴⁾
Common Stock ⁽¹⁾ ₍₂₎	06/07/2011		P	16 ⁽³⁾ A \$ 26.1421	194,339	I	Through Partnership ⁽⁵⁾
Common Stock ⁽¹⁾ ₍₂₎	06/08/2011		P	15 ⁽³⁾ A \$ 26.15	194,354	I	Through Partnership ⁽⁶⁾
Common Stock ⁽¹⁾ ₍₂₎	06/08/2011		P	5 ⁽³⁾ A \$ 26.1134	194,359	I	Through Partnership

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<u>(2)</u>								<u>(7)</u>
Common Stock <u>(1)</u> <u>(2)</u>	06/08/2011	P	7 <u>(3)</u>	A	\$ 26.1	194,366	I	Through Partnership <u>(8)</u>
Common Stock <u>(1)</u> <u>(2)</u>	06/09/2011	P	45 <u>(3)</u>	A	\$ 26.25	194,411	I	Through Partnership <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	06/09/2011	P	3 <u>(3)</u>	A	\$ 26.2974	194,414	I	Through Partnership <u>(10)</u>
Common Stock <u>(1)</u> <u>(2)</u>	06/09/2011	P	1 <u>(3)</u>	A	\$ 26.35	194,415	I	Through Partnership <u>(11)</u>

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Bros. Capital (GP), LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X		
	X	X		

BAKER JULIAN
667 MADISON AVENUE, 17TH FLOOR
NEW YORK, NY US 10021

BAKER FELIX
667 MADISON AVENUE, 21ST FLOOR X X
NEW YORK, NY US 10065

Signatures

/s/ Julian C. Baker, as Managing Member of Baker Bros. Capital (GP),
LLC 06/09/2011

__Signature of Reporting Person Date

/s/ Julian C. Baker 06/09/2011

__Signature of Reporting Person Date

/s/ Felix J. Baker 06/09/2011

__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) In addition to Baker Bros. Capital (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker and Felix J. Baker each of whom has the same business address as Baker Bros. Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a director of the Issuer. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a group of such shareholders. (Continued in footnote 2).

(2) However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

(3) Represents shares of common stock purchased by Baker Bros. Investments II, L.P.

(4) Represents shares 20,426 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

(5) Represents shares 20,442 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

(6) Represents shares 20,457 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

(7) Represents shares 20,462 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

(8) Represents shares 20,469 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

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- (9) Represents shares 20,514 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.
- (10) Represents shares 20,517 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.
- (11) Represents shares 20,518 shares owned directly by Baker Bros. Investments II, L.P. and 173,897 shares owned directly by Baker Bros. Investments, L.P., limited partnerships of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC. Julian C. Baker and Felix J. Baker are controlling members of Baker Bros. Capital (GP), LLC.

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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