#### GENOMIC HEALTH INC

Form 4/A

February 21, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person * Scott Randal W |                         |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX] | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|-------------------------|---|--|---|--|--|
| (Last)   | (Last) (First) (Middle) |   | 3. Date of Earliest Transaction  | (Check all applicable)  |  |  |
| 301 PENOBSCOT DRIVE                                      |                         | E | (Month/Day/Year)<br>11/08/2007   | _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chief Executive Officer |  |  |
| (Street)   |                         |   | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check   |  |  |
|  |                         |   | Filed(Month/Day/Year)  | Applicable Line)  |  |  |
| REDWOOD CITY, CA 94403                                   |                         |   | 11/09/2007   | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person     |  |  |

| (City)                               | (State)                                 | (Zip) <b>Tabl</b>   | e I - Non-D                            | Derivative   | Secur                        | rities Acq      | uired, Disposed o  | f, or Beneficial   | ly Owned  |
|--------------------------------------|---|---|--|--------------|------------------------------|-----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | (Instr. 3,   | ispose<br>4 and<br>(A)<br>or | ed of (D)<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common Stock (1)                     | 11/08/2007                              |   | Code V S                               | Amount 6,000 | (D)                          | Price \$ 23.16  | 2,117,299  | D  |   |
| Common<br>Stock                      | 11/09/2007                              |   | S                                      | 6,000        | D                            | \$<br>22.98     | 2,111,299  | D  |   |

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2.         | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title | e and        | 8. Price of | 9. Nu  |
|-------------|--------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|--------------|-------------|--------|
| Derivativ   | e Conversion | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate         | Amou     | nt of        | Derivative  | Deriv  |
| Security    | or Exercise  |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under    | lying        | Security    | Secui  |
| (Instr. 3)  | Price of     |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securi   | ties         | (Instr. 5)  | Bene   |
|             | Derivative   |                     |                    |            | Securities |               |             | (Instr.  | 3 and 4)     |             | Owne   |
|             | Security     |                     |                    |            | Acquired   |               |             |          |              |             | Follo  |
|             |              |                     |                    |            | (A) or     |               |             |          |              |             | Repo   |
|             |              |                     |                    |            | Disposed   |               |             |          |              |             | Trans  |
|             |              |                     |                    |            | of (D)     |               |             |          |              |             | (Instr |
|             |              |                     |                    |            | (Instr. 3, |               |             |          |              |             |        |
|             |              |                     |                    |            | 4, and 5)  |               |             |          |              |             |        |
|             |              |                     |                    |            |            |               |             |          | Amount       |             |        |
|             |              |                     |                    |            |            |               |             |          | Amount       |             |        |
|             |              |                     |                    |            |            | Date          | Expiration  |          | or<br>Number |             |        |
|             |              |                     |                    |            |            | Exercisable   | Date        |          | of           |             |        |
|             |              |                     |                    | Code V     | (A) (D)    |               |             |          | Shares       |             |        |
|             |              |                     |                    | Code v     | (A) (D)    |               |             |          | Shares       |             |        |

Relationships

## **Reporting Owners**

| Reporting Owner Name / Address |          |           |         | • |       |
|--------------------------------|----------|-----------|---------|---|-------|
|                                | Director | 10% Owner | Officer |   | Other |
| Coatt Dandal W                 |          |           |         |   |       |

Scott Randal W

Chief Executive Officer X 301 PENOBSCOT DRIVE

REDWOOD CITY, CA 94403

## **Signatures**

G. Bradley Cole, 02/21/2008 Attorney-in-Fact

\*\*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).
  - These sales of common stock were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on December 5, 2006.
- The reporting person also continues to indirectly own 12,298 shares of common stock held by Morgan Stanley DW Inc. as Custodian for **(1)** Randal W. Scott, IRA.

#### **Remarks:**

This Form 4 corrects the transaction dates, price information and number of beneficial shares owned following reported transaction

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.

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