

Baker Joffre  
Form 4/A  
March 06, 2009

**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 Joffre

(Last) (First) (Middle)  
301 PENOBSCOT DRIVE  
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/13/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Scientific Officer

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 (A) 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock <sup>(1)</sup>	11/12/2008		S	4,496	D	19.853	210,430	D	
						<u>(2)</u> <u>(3)</u>			
Common Stock <sup>(1)</sup>	11/12/2008		S	133	D	\$ 20.42	210,297	D	
						<u>(2)</u> <u>(4)</u>			
Common Stock							40,742	I	By trust <sup>(5)</sup>
Common Stock							66,343	I	By trust <sup>(6)</sup>

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)

Table with 10 columns: 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 Beneficially Owned (Instr. 5), 9. Number of Derivative Securities Reported Transacted (Instr. 5).

# Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes Baker Joffre, 301 PENOBSCOT DRIVE, REDWOOD CITY, CA 94063, Chief Scientific Officer.

# Signatures

G. Bradley Cole, 03/05/2009, 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).
(1) The sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on December 5, 2006.
(2) 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 aforementioned range.
(3) Represents weighted average sale price. Actual sale prices ranged from \$19.3800 to \$20.3800.
(4) Represents weighted average sale price. Actual sale prices ranged from \$20.3900 to \$20.4300.
(5) The reporting person continues to indirectly own 40,742 shares of GHDX common stock held by the Baker Family Charitable Remainder Trust, of which the reporting person and his wife are trustees and beneficiaries. The reporting person continues to report beneficial ownership of all of the GHDX common stock held by the Baker Family Charitable Remainder Trust, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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- (6) The reporting person also continues to indirectly own 66,343 shares of common stock held by the Joffre and Diana J. Baker 1998 Trust, of which the reporting person and his wife are trustees and beneficiaries. The reporting person continues to report beneficial ownership of all of the GHDX common stock held by the Joffre and Diana J. Baker 1998 Trust, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

### **Remarks:**

The Form 4 filed on November 13, 2008 incorrectly reported that the reporting person sold shares of common stock indirectly

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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