Cole G Bradley Form 4 November 13, 2009

### FORM 4

Check this box

if no longer

Section 16.

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Form 4 or 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

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person * Cole G Bradley			2. Issuer Name <b>and</b> Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction	(Check an approacts)		
			(Month/Day/Year)	Director 10% Owner		
301 PENOBSCOT DRIVE		Ž.	11/13/2009	X Officer (give title Other (specify below) COO & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD C	ITY, CA 94	-063	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock	11/12/2009		M	665	A	\$ 1.33 (1)	3,665	D	
Common Stock (2)	11/12/2009		S	665	D	\$ 20.035 (3) (4)	3,000	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)

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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. Transacti Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Date Exercisable and spiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 1.33 (1)	11/12/2009		M	665	<u>(5)</u>	07/06/2014	Common Stock	665	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Cole G Bradley

301 PENOBSCOT DRIVE COO & CFO

REDWOOD CITY, CA 94063

### **Signatures**

G. Bradley Cole 11/13/2009

\*\*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).
- The number of shares originally covered by the exercised option was 150,000 with an exercise price per share of \$1.38. In connection with the issuer's initial public offering on October 4, 2005, a conditional dividend was issued which increased the number of shares covered by the option by 6,033 to 156,033, reducing the effective exercise price per share to \$1.33.
- (2) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on September 5, 2008.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$20.00 to \$20.07.
- (4) 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 range indicated.
- (5) The option becomes exercisable as to 25% of the shares, or 39,009 shares, on July 6, 2005, and becomes exercisable as to 1/48th of the shares each full month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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