Popovits Kimberly J Form 4 May 17, 2012

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Add Popovits Kim	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
301 PENOBSCOT DRIVE (Street)			05/15/2012	_X_ Officer (give title Other (specifically)			
				President and CEO			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Year)				
REDWOOD CITY, CA 94403				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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 (1)	05/15/2012		S	5,000	D	\$ 33.4584 (2) (3)	245,656 (4) (5)	I	Held by the Popovits 2010 Trust	
Common Stock	05/16/2012		M	5,000	A	\$ 23.31	250,656	I	Held by the Popovits 2010 Trust	
Common Stock (1)	05/16/2012		S	5,000	D	\$ 35 (6)	245,656 (4) (5)	I	Held by the Popovits 2010 Trust	

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Common Stock						14,770	I	Held in trust for the benef of Ms. Popovits son, of which M Popovits is trustee	s.	
Common Stock						12,298	I	Held by UBS for Benefit of Kimberly Popovits	y	
Common Stock						18,604	D			
				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. red, Disposed of, or Beneficially Owned options, convertible securities) 4. 5. Number 6. Date Exercisable and Transaction Derivative Expiration Date Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
Employee Stock				Code V	(D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to	\$ 23.31	05/16/2012		M	5,000	<u>(7)</u>	12/06/2017	Stock	5,000	

Reporting Owners

buy)

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403

X

President and CEO

Signatures

Dean L. Schorno, Attorney-in-fact

05/17/2012

**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) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 11, 2011.
- (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 range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$32.99 to \$33.92.
- (4) Includes 10,000 restricted stock units awarded February 5, 2012 which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014 and 1/3 of the shares on February 15, 2015.
- (5) Includes 10,000 restricted stock units awarded January 27, 2011, of which 1/3 of the shares vest on each of February 15, 2013 and 2014, and the 1/3 of the shares that vested on February 15, 2012, net of withholding.
- (6) Represents actual sale price.
- (7) The option became exercisable as to 25% of the shares on December 6, 2008, and became 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. 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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