

GENOMIC HEALTH INC

Form 4

September 11, 2006

**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 Biotech Capital (GP), LLC

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)  
667 MADISON AVE 17TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2006

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

NEW YORK, NY 10021

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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. 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 or Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	09/07/2006		P	11,838 A \$ 13.4204	170,324	I	Through Partnerships <sup>(2)</sup>
Common Stock <sup>(1)</sup>	09/08/2006		P	3,978 A \$ 14.1153	174,302	I	Through Partnerships <sup>(2)</sup>
Common Stock <sup>(1)</sup>	09/08/2006		P	59,430 A \$ 14.1736	233,732	I	Through Partnerships <sup>(2)</sup>

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

**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.**

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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 Beneficially Owned Following Reporting Transaction (Instr. 3)
				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 Biotech Capital (GP), LLC 667 MADISON AVE 17TH FLOOR NEW YORK, NY 10021	X			
BAKER JULIAN 667 MADISON AVENUE NEW YORK, NY 10021	X			
BAKER FELIX 667 MADISON AVENUE NEW YORK, NY 10021				N/A

## Signatures

/s/ Julian C. Baker, as Managing Member of Baker Biotech Capital (GP), LLC	09/11/2006
_____ **Signature of Reporting Person	Date
/s/ Julian C. Baker	09/11/2006
_____ **Signature of Reporting Person	Date
/s/ /s/ Felix J. Baker	09/11/2006
_____ **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).

In addition to Baker Biotech 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 Biotech Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational

(1) purposes as if they were a member of a group of such shareholders. However, the Reporting Persons disclaim that they and any other person or persons, in fact constitutes 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 such securities owned by any such person, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

Represents shares of common stock owned directly by Baker Biotech Fund I, L.P., a limited partnership in which the sole general partner

(2) is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC. Felix J. Baker and Julian C. Baker are the controlling members of Baker Biotech 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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