GENOMIC HEALTH INC

Form 4 October 05, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

_X__ Officer (give title __

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

10/04/2005

GENOMIC HEALTH INC [GHDX]

Symbol

response... 0.5

10% Owner

__ Other (specify

1(b).

Baker Joffre

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

301 PENOBSCOT DRIVE

(Middle)

30112102	JOCOT DIGITE	10/04/2	003				below) Chief	below) Scientific Office	er	
			ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
REDWOOD	O CITY, CA 9406					Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	10/04/2005		C	100,000	A	\$0	100,000	I	By Joffre and Diana J. Baker Trust	
Common Stock	10/04/2005		С	11,820	A	\$ 0	111,820	I	By Joffre and Diana J. Baker 1998 Trust	
Common Stock	10/04/2005		J	4,523 (1)	A	\$ 0 (1)	116,343	I	By Joffre and Diana J. Baker 1998 Trust	

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Common Stock $J = \begin{pmatrix} 12,135 & & \$0 \\ 2 & & 2 \end{pmatrix}$ 312,135 D

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.

SEC 1474 (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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration 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	
Series A Preferred	(3)	10/04/2005		С	300,000	<u>(4)</u>	(5)	Common Stock	100,000	
Series E Preferred	<u>(3)</u>	10/04/2005		C	35,460	<u>(4)</u>	<u>(5)</u>	Common Stock	11,820	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Baker Joffre 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063

Chief Scientific Officer

Signatures

/s/ Joffre B. 10/05/2005 Baker

**Signature of Date Reporting Person

Reporting Owners 2

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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).
 - On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of the
- (1) Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend"). As a result, the Reporting Person received (indirectly through his beneficial ownership interest in the Joffre and Diana J. Baker 1998 Trust) 4,523 shares of Common Stock as of October 4, 2005, the closing date of the IPO.
- (2) As a result of the Conditional Dividend, the Reporting Person received 12,135 shares of Common Stock as of October 4, 2005, the closing date of the IPO.
- (3) Every 3 shares of Preferred Stock were converted into 1 share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7.
- (4) These securities are exercisable immediately.
- (5) These securities do not have an expiration date.

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.