

GENOMIC HEALTH INC
Form 4
October 06, 2005

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 JULIAN

(Last) (First) (Middle)

667 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

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

10/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	10/04/2005		C	63,063 A \$ 0	63,063	I	Through Partnership (1)
Common Stock	10/04/2005		C	20,506 A \$ 0	83,569	I	Through Partnership (1)
Common Stock	10/04/2005		J	3,380 (2) A \$ 0 (2)	86,949	I	Through Partnership (1)

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

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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. Amount or Number of Shares
Series B Preferred	(3)	10/04/2005		C	189,189	(4) (5)	Common Stock	63,063
Series E Preferred	(3)	10/04/2005		C	61,518	(4) (5)	Common Stock	20,506

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JULIAN 667 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10021	X			

Signatures

/s/ Julian C. Baker 10/05/2005

**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) Represents securities owned by FBB Associates, a general partnership of which the Reporting Person is a general partner.

(2) 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 Issuer's Common Stock sold in the IPO is \$11.40 or greater. As a result, the Reporting Person received 3,380 shares of Common Stock as of October 4, 2005, the closing date of the IPO.

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- (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.

Remarks:

The Reporting Person may be deemed to beneficially own additional securities of the Issuer because of certain relationships with security holders of the Issuer. As a result, the Reporting Person has jointly filed as of the date hereof a separate Form 4 with each of these security holders, who include Baker/Tisch Capital (GP), LLC, Baker Bros. Capital (GP), LLC, Baker Biotech Capital I (GP), LLC, Baker Biotech Capital II (GP), LLC, Baker Biotech Capital II (Z) (GP), LLC, Baker Biotech Capital III (GP), LLC and Baker Biotech Capital III (Z) (GP), LLC, which relate to such additional securities.

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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