Scott Randal W Form 4 June 15, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

OMB APPROVAL

3235-0287

January 31, 2005

0.5

Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

Symbol

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

GENOMIC HEALTH INC [GHDX]

1(b).

(Print or Type Responses)

Scott Randal W

1. Name and Address of Reporting Person *

(I+)	(E:4)	(A.C. 4.41)	2 D					(Cite	ck an applicabl	ic)	
(Last)	(First)			f Earliest Ti	ransaction						
301 PENOBSCOT DRIVE			(Month/Day/Year) 06/11/2009					X Director 10% Owner X Officer (give title Other (specify below) below) Executive Chairman			
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
REDWOO		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	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transaction Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose	ed of (D)	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)	06/11/2009			S	6,000	D	18.27 (2)	1,940,646	D		
Common Stock								12,298	I	Held by Morgan Stanley DW Inc. as Custodian for Randal W. Scott, IRA.	
								5,199	I		

Common Stock

Held in trust for the benefit of Dr. Scott's children, of which Dr. Scott's sister is trustee.

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)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Attorney-in-Fact

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
reporting o wher runner runner	Director	10% Owner	Officer	Other			
Scott Randal W 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		Executive Chairman				
Signatures							
G. Bradley Cole,	C	06/15/2009					

Date

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).
- (1) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on December 8, 2008.
- (2) Represents actual sales price.

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.