

BYERS BROOK H
Form 4
December 10, 2010

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 *
BYERS BROOK H

(Last) (First) (Middle)

KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

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

12/09/2010

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/09/2010		J ⁽¹⁾		7,369 ⁽²⁾	A	\$ 0 23,951	D
Common Stock	12/09/2010		J ⁽¹⁾		832,579	D	\$ 0 832,578	I

By KPCB Holdings
(3) (4) (5)

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

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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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BYERS BROOK H
KLEINER PERKINS CAUFIELD & BYERS
2750 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

Randal W. Scott,
Attorney-in-fact 12/10/2010

__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).

- KPCB Holdings, Inc. ("KPCB Holdings"), as nominee for the account of entities affiliated with Kleiner Perkins Caufield & Byers ("KPCB"), made a pro rata distribution to its partners for no consideration of an aggregate of 832,579 shares of common stock of the issuer on December 9, 2010 (the "Distribution"). In addition, effective December 9, 2010, KPCB re-registered an aggregate of 350,734 shares of common stock of the issuer previously held in the name of KPCB Holdings, as nominee, into the names of the beneficial owners thereof.
- (1) Distributed to Mr. Byers as a result of the Distribution.
 - (2) Shares are held in the name of KPCB Holdings, as nominee, for the account of entities affiliated with KPCB.
 - (3) Does not include shares held by other entities affiliated with KPCB as to which Mr. Byers does not have voting or dispositive power.
 - (4) Includes 809,740 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P. and 22,838 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. following the Distribution. KPCB X Associates, LLC is the general partner of Kleiner Perkins Caufield & Byers X-A, L.P. and Kleiner Perkins Caufield & Byers X-B, L.P. and has shared power to vote and dispose of or direct the disposition of the shares of stock held by Kleiner Perkins Caufield & Byers X-A, L.P. and Kleiner Perkins Caufield & Byers X-B, L.P. Mr. Byers is a managing member of the general partner and, as such, has shared voting and investment authority over these shares. Mr. Byers disclaims beneficial ownership of shares held by the above entities, except to the extent of his pecuniary interest

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therein.

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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