GENOMIC HEALTH INC

Form 4

February 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Febbo Phillip G.			2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
301 PENOBSCOT DR.			02/15/2017	X Officer (give title Other (spectallow) below) Chief Medical Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
REDWOOD CITY, CA 94063			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111311 1)	
Common Stock	02/15/2017		F	1,910	D	\$ 31.12	23,139 (1)	D	
Common Stock (2)	02/16/2017		S	1,269	D	\$ 29.5613 (3) (4)	21,870 (1)	D	
Common Stock (2)	02/16/2017		S	1,226	D	\$ 30.6289 (4) (5)	20,644 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	0:			
					Exercisable	Date		lumber			
								0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Febbo Phillip G. 301 PENOBSCOT DR. REDWOOD CITY, CA 94063

Chief Medical Officer

Signatures

/s/ Jason W. Radford, Attorney-in-fact

02/17/2017

**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).
- Includes an aggregate of 17,800 shares of common stock issuable pursuant to previously reported restricted stock units that have not **(1)** vested.
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 22, 2016.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$29.25 to \$29.95.
- Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the (4)issuer detailed information regarding the price and number of shares sold within the range indicated.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$30.36 to \$31.02.

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.

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