Edgar Filing: GENOMIC HEALTH INC - Form 4

| GENOMIC | HEALTH INC | | | | | | | | | | |
|--|---------------------|-------------------|----------|---|------------|------------|--------------------|--|---------------------------|-------------------------|--|
| Form 4 | | | | | | | | | | | |
| March 22, 2 | .017 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMM | | | | | | | | OMB APPROVAL | | | |
| CONVIA UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549 | | | | | | ANGE CO | OMMISSION | OMB Number: | 3235-0287 | | |
| Check th | | | | | | | | | Expires: | January 31, | |
| if no longer subject to STATEMENT OF CHAN | | | | GES IN | BENEF | ICI | AL OWN | ERSHIP OF | Estimated a | 2005 average | |
| | Section 16. | | | | SECURITIES | | | | | den hours per | |
| Form 4 o Form 5 | | | | | | | | | response 0.5 | | |
| obligatio | n a * | | | | | | • | Act of 1934, | | | |
| may con | tinue. Section 17(| | | • | • | - | • | 1935 or Section | l | | |
| <i>See</i> Instr 1(b). | ruction | 50(II) 0I | | vestment | . Compa | ny A | ct of 1940 | , | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| Leber Laura Symbo | | | | Č I | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | | | | | | |
| (Last) | (First) (I | | | | | - | 1 | (Check | all applicable |) | |
| (Month/E | | | | | | | | Director10% Owner0ther (specify | | | |
| | | |)3/20/20 | | | | | | | | |
| | | | | | | | t | chief Com | below) munication Of | ficer | |
| (Street) 4. If Am | | | . If Ame | mendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Mo | | | | • | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| REDWOO | D CITY, CA 9400 | 53 | | | | | - | _X_ Form filed by O Form filed by Me Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-I | Derivative | Secu | rities Acqui | ired, Disposed of, | or Beneficial | y Owned | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired (A) | | | 5. Amount of | 6. | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution D | Date, if | Transactio | or Dispos | sed of | (D) | Securities | Ownership | Indirect | |
| (Instr. 3) | | any (Month/Day | | Code (Instr. 3, 4 and 5) (Instr. $^{\circ}$) | | | | Beneficially | | Beneficial | |
| | | (Month/Day | (rear) | (Instr. 8) | | | | Owned Following | Direct (D) or Indirect | Ownership (Instr. 4) | |
| | | | | | | (A) | | Reported | (I) | | |
| | | | | | | or | | Transaction(s) | (Instr. 4) | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common | 02/20/2017 | | | C | 2.072 | D | \$ | 14 (07 (4) | D | | |
| Stock (1) | 03/20/2017 | | | S | 3,072 | D | 31.8817 (2) (3) | 14,627 (4) | 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.

 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. Transacti Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---------------------------------------|--|--|--------------------|-------|--|---|--|
| | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Leber Laura 301 PENOBSCOT DR. REDWOOD CITY, CA 94063 | | | Chief Communication Officer | | | | | |
| Signatures | | | | | | | | |
| /s/ Jason W. Radford, Attorney-in-fact | 03/22/2017 | | | | | | | |
| **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).
- (1) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on March 8, 2016.
- (2) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$31.29 to \$32.06.
- (4) Includes an aggregate of 11,010 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.

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.