

Vaughn James J
Form 4
November 13, 2018

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 *
Vaughn James J

2. Issuer Name and Ticker or Trading Symbol
GENOMIC HEALTH INC [GHDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
301 PENOBSCOT DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Commercial Officer

REDWOOD CITY, CA 94063

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price | | |
| Common Stock | 11/08/2018 | | M | | 3,000 A \$ 31.12 | 20,542 <u>(1)</u> | D |
| Common Stock <u>(2)</u> | 11/08/2018 | | S | | 1,100 D \$ 83.9391 | 19,442 <u>(1)</u> | D |
| | | | | | <u>(3)</u> <u>(4)</u> | | |
| Common Stock <u>(2)</u> | 11/08/2018 | | S | | 1,300 D \$ 85.1846 | 18,142 <u>(1)</u> | D |
| | | | | | <u>(3)</u> <u>(5)</u> | | |
| Common Stock <u>(2)</u> | 11/08/2018 | | S | | 300 D \$ 85.84 | 17,842 <u>(1)</u> | D |
| | | | | | <u>(3)</u> <u>(6)</u> | | |
| | 11/08/2018 | | S | | 300 D | 17,542 <u>(1)</u> | D |

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Common Stock ⁽²⁾ \$ 89.0667
(3) (7)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) Holding | \$ 31.12 | 11/08/2018 | | M | 3,000 | ⁽⁸⁾ 02/13/2025 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vaughn James J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063 | | | Chief Commercial Officer | |

Signatures

/s/ Jason W. Radford,
 Attorney-in-fact 11/13/2018

 **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) Includes an aggregate of 15,534 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (2) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 6, 2018.
- (3) 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.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$83.66 to \$84.20.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$84.66 to \$85.64.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$85.77 to \$85.90.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$88.88 to \$89.42.
- (8) The option became exercisable as to 25% of the shares on February 13, 2016, and becomes exercisable as to 1/48th of the shares each full month thereafter.

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.