

GENOMIC HEALTH INC
 Form 4
 May 11, 2012

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 *
BAKER JULIAN

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY US 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	173,897	I	See Footnote (1) (11)
Common Stock					194,161	I	See Footnote (2) (11) (12)
Common Stock					173,897	I	See Footnote (3) (11) (12)
Common Stock					13,238	I	See Footnote

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								(4) (11) (12)	
Common Stock						1,488,539	I	See Footnote (5) (11) (12)	
Common Stock	05/09/2012		P	19,087	A	\$ 29.8955	8,462,023	I	See Footnote (7) (11) (12)
Common Stock	05/09/2012		P	460	A	\$ 29.8955	232,924	I	See Footnote (8) (11) (12)
Common Stock	05/10/2012		P	58,198	A	\$ 29.8584	8,520,221	I	See Footnote (7) (11) (12)
Common Stock	05/10/2012		P	1,402	A	\$ 29.8584	234,326	I	See Footnote (8) (11) (12)
Common Stock	05/10/2012		P	8,867	A	\$ 29.9771	8,529,088	I	See Footnote (7) (11) (12)
Common Stock	05/10/2012		P	214	A	\$ 29.9771	234,540	I	See Footnote (8) (11) (12)
Common Stock	05/11/2012		P	26,033	A	\$ 30.2163	8,555,121	I	See Footnote (7) (11) (12)
Common Stock	05/11/2012		P	627	A	\$ 30.2163	235,167	I	See Footnote (8) (11) (12)

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)	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
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		
BAKER BROS ADVISORS LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X		
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		

Signatures

/s/ Julian C. Baker	05/11/2012
__Signature of Reporting Person	Date
BAKER BROS. ADVISORS, LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	05/11/2012
__Signature of Reporting Person	Date
/s/ Felix J. Baker	05/11/2012
__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) Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of Genomic Health, Inc. (the "Issuer") directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that either Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
 - (2) As a result of their ownership interest in Baker Tisch Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 194,161 shares of Common Stock of the Issuer directly held by Baker Tisch Investments, L.P. ("Baker Tisch"), a limited partnership of which the sole general partner is Baker Tisch Capital, L.P., a limited partnership of which the sole general partner is Baker Tisch Capital (GP), LLC, due to Baker Tisch Capital L.P.'s right to receive an allocation of a portion of the profits from Baker Tisch.
 - (3) As a result of their ownership interest in Baker Bros. Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 173,897 shares of Common Stock of the Issuer directly held by Baker Bros. Investments, L.P. ("Baker Bros. Investments"), a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a

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portion of the profits from Baker Bros. Investments.

As a result of their ownership interest in Baker Bros. Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 13,238 shares of Common Stock of the Issuer directly held by Baker Bros. Investments II, L.P.

- (4) ("Bake Bros. Investments II"), a limited partnership of which the sole general partner is Baker Bros. Capital, L.P., a limited partnership of which the sole general partner is Baker Bros. Capital (GP), LLC, due to Baker Bros. Capital, L.P.'s right to receive an allocation of a portion of the profits from Baker Bros. Investments II.

As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 1,488,539 shares of Common Stock of the Issuer directly held by 667, L.P. ("667"), a limited

- (5) partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$29.75 to \$30.00, inclusive on May 9, 2012, from \$29.43 to \$30.06, inclusive on May 10, 2012. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in footnote (6) to this Form 4. The transactions described in this footnote were executed by a different broker-dealer from those transactions described in footnotes (9) and (10).

- (6)

After giving effect to the transactions reported herein and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuers' shares of Common Stock reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

- (7)

After giving effect to the transactions reported herein and as a result of their ownership interest in 14159 Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuers' shares of Common Stock reported in Column 5 of Table I directly held by 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667 and Life Sciences, the "Funds"), a limited partnership of which the sole general partner is 14159 Capital L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital L.P.'s right to receive an allocation of a portion of the profits from 14159.

- (8)

The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$29.46 to \$30.00, inclusive on May 10, 2012. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in footnote (9) to this Form 4. The transactions described in this footnote were executed by a different broker-dealer from those transactions described in footnotes (6) and (10).

- (9)

The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$29.95 to \$30.50, inclusive on May 11, 2012. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in footnote (10) to this Form 4. The transactions described in this footnote were executed by a different broker-dealer from those transactions described in footnotes (6) and (9).

- (10)

- (11) The aggregate indirect beneficial ownership reported on this form is 10,834,020 shares.

Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Julian C. Baker and Felix J. Baker are principals of the Adviser. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker and the Adviser (the "Reporting Persons") disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

- (12)

Remarks:

Remarks: Julian C. Baker is a director of the Issuer. By virtue of their representation on the Board of Directors of the Issuer, fo

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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