

GENOMIC HEALTH INC

Form 4

October 12, 2016

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 *

Cole G Bradley

(Last) (First) (Middle)

301 PENOBSCOT DRIVE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction

(Month/Day/Year)

10/10/2016

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)

COO

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)
				(A) or (D)	Price		
Common Stock	10/10/2016		M	4,000	A \$ 18.89	39,426	D
Common Stock ⁽¹⁾	10/10/2016		S	4,000	D \$ 30.6756	35,426 ⁽⁴⁾	D
						⁽²⁾ ⁽³⁾	
Common Stock	10/10/2016		M	4,290	A \$ 23.31	39,716	D
Common Stock ⁽⁵⁾	10/10/2016		S	4,290	D \$ 30.5058	35,426 ⁽⁴⁾	D
						⁽³⁾ ⁽⁶⁾	

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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)	\$ 18.89	10/10/2016		M	4,000	<u>(7)</u> 11/30/2016	Common Stock	0
Employee Stock Option (right to buy)	\$ 23.31	10/10/2016		M	4,290	<u>(8)</u> 12/06/2017	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole G Bradley 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			COO	

Signatures

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

10/12/2016

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 7, 2016.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$30.32 to \$30.83.
- (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) Includes an aggregate of 18,690 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (5) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on June 8, 2016.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$30.07 to \$30.75.
- (7) The option became exercisable as to 25% of the shares on November 30, 2007, and became exercisable as to 1/48th of the shares each full month thereafter.
- (8) The option became exercisable as to 25% of the shares on December 6, 2008, and became 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.

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