Pla Frederic Form 4 August 10, 2018

## FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Ad Pla Frederic	dress of Repor	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
301 PENOBSCOT DR.			08/09/2018	X Officer (give title Other (specify below)			
				Chief Bus & Prod Dev Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
REDWOOD	CITY, CA	94063		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. Transactio Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and (A) or	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	08/09/2018		Code V M	Amount 1,500	(D)	Price \$ 27	41,038 (1)	D		
Common Stock (2)	08/09/2018		S	800	D	\$ 55.5237 (3) (4)	40,238 (1)	D		
Common Stock (2)	08/09/2018		S	700	D	\$ 56.4143 (3) (5)	39,538 (1)	D		
Common Stock (2)	08/09/2018		S	2,100	D	\$ 55.4831 (3) (4)	37,438 (1)	D		

**OMB APPROVAL** 

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Common 08/09/2018 S 1,900 56.4221 35,538 <u>(1)</u> D D Stock (2) (3) (6)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8 Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Price of Acquired (Instr. 3) (Month/Day/Year) (Instr. 8) Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares **Employee** Stock Option Common (7) 02/16/2026 \$ 27 08/09/2018 1,500 1,500 M (right to Stock buy) Holding

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Chief Bus Pla Frederic 301 PENOBSCOT DR. & Prod Dev

REDWOOD CITY, CA 94063

**Signatures** 

/s/ Jason W. Radford, 08/10/2018 Attorney-in-fact

\*\*Signature of Reporting Person Date

Reporting Owners 2

Officer

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## **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 18,734 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 June 7, 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 \$55.09 to \$55.96.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$56.12 to \$56.91.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$56.12 to \$56.94.
- (7) The option became exercisable as to 25% of the shares on February 16, 2017, 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. 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.