

Popovits Kimberly J
 Form 4
 November 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Popovits Kimberly J

(Last) (First) (Middle)
 301 PENOBSHOT DR.
 (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)
 11/15/2018

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)
 President and CEO

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)	
			Code	V	Amount or Price			
Common Stock	11/15/2018		M		25,000 A \$ 22.98	201,982	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/15/2018		S		5,000 D \$ 74.774 ^{(2) (3)}	196,982	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/15/2018		S		1,925 D \$ 75.7818 ^{(2) (4)}	195,057	I	Held by the Popovits 2010 Trust

Edgar Filing: Popovits Kimberly J - Form 4

Common Stock ⁽¹⁾	11/15/2018	S	5,138	D	\$ 76.8921 <u>(2) (5)</u>	189,919	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/15/2018	S	2,854	D	\$ 77.5574 <u>(2) (6)</u>	187,065	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/15/2018	S	10,083	D	\$ 78.6859 <u>(2) (7)</u>	176,982	I	Held by the Popovits 2010 Trust
Common Stock	11/16/2018	M	15,000	A	\$ 22.98	191,982	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/16/2018	S	8,661	D	\$ 76.309 <u>(2) (8)</u>	183,321	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/16/2018	S	4,939	D	\$ 77.1035 <u>(2) (9)</u>	178,382	I	Held by the Popovits 2010 Trust
Common Stock ⁽¹⁾	11/16/2018	S	1,400	D	\$ 77.905 <u>(2) (10)</u>	176,982	I	Held by the Popovits 2010 Trust
Common Stock						59,517 ⁽¹¹⁾	D	
Common Stock						12,298	I	Held by Morgan Stanley as Custodian for Benefit of Kimberly Popovits

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.

SEC 1474
(9-02)

Edgar Filing: Popovits Kimberly J - Form 4

- (5) Represents weighted average sale price. Actual sale prices ranged from \$76.27 to \$77.22.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$77.28 to \$78.23.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$78.31 to \$79.22.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$75.60 to \$76.58.
- (9) Represents weighted average sale price. Actual sale prices ranged from \$76.61 to \$77.60.
- (10) Represents weighted average sale price. Actual sale prices ranged from \$77.67 to \$78.06.
- (11) Includes an aggregate of 51,204 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (12) The option became exercisable as to 25% of the shares on January 27, 2012, 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.