Popovits Kimberly J Form 4 November 19, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 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.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Popovits Kimberly J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/15/2018

X Director 10% Owner _X__ Officer (give title _ Other (specify

(Check all applicable)

below) President and CEO

301 PENOBSCOT DR.

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDWOOD CITY, CA 94063

(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. Securit our Dispos (Instr. 3, 4	ed of		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	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	

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Common Stock (1)	11/15/2018	S	5,138	D	\$ 76.8921 (2) (5)	189,919	I	Held by the Popovits 2010 Trust
Common Stock (1)	11/15/2018	S	2,854	D	\$ 77.5574 (2) (6)	187,065	I	Held by the Popovits 2010 Trust
Common Stock (1)	11/15/2018	S	10,083	D	\$ 78.6859 (2) (7)	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 (2) (8)	183,321	I	Held by the Popovits 2010 Trust
Common Stock (1)	11/16/2018	S	4,939	D	\$ 77.1035 (2) (9)	178,382	I	Held by the Popovits 2010 Trust
Common Stock (1)	11/16/2018	S	1,400	D	\$ 77.905 (2) (10)	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.

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SEC 1474

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date (Month/Day/Year) equired (A) Disposed of (b) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.98	11/15/2018		M	25,000	(12)	01/27/2021	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 22.98	11/16/2018		M	15,000	(12)	01/27/2021	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Popovits Kimberly J								
301 PENOBSCOT DR.	X		President and CEO					
REDWOOD CITY, CA 94063								

Signatures

/s/ G. Bradley Cole, Attorney-in-fact

11/19/2018

**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).
- These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 14, 2018.
- 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.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$74.21 to \$75.15.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$75.265 to \$76.25.

Reporting Owners 3

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- (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.
- 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.