Shak Steven
Form 4
March 01, 2019

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 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 * Shak Steven	2. Issuer Name **and** 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) 02/27/2019	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Scientific Officer
301 PENOBSCOT DRIVE (Street)	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. 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	(A) or (D)	Price			
Common Stock	02/27/2019		M		25,000	A	$ 17.18	360,479 (1)	I	Held by the Shak Family Trust
Common Stock (2)	02/27/2019		S		22,807	D	$ 76.5259 (3) (4)	337,672 (1)	I	Held by the Shak Family Trust
Common Stock (2)	02/27/2019		S		2,193	D	$ 77.2902 (3) (5)	335,479 (1)	I	Held by the Shak Family Trust

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Common Stock	02/28/2019		M	20,000	A	$ 17.18	355,479 [(1)]	I	Held by the Shak Family Trust
Common Stock	02/28/2019		M	5,000	A	$ 28.05	360,479 [(1)]	I	Held by the Shak Family Trust
Common Stock [(2)]	02/28/2019		S	5,302	D	$ 75.622 [(3) (6)]	355,177 [(1)]	I	Held by the Shak Family Trust
Common Stock [(2)]	02/28/2019		S	14,900	D	$ 76.4118 [(3) (7)]	340,277 [(1)]	I	Held by the Shak Family Trust
Common Stock [(2)]	02/28/2019		S	4,798	D	$ 77.2173 [(3) (8)]	335,479 [(1)]	I	Held by the Shak Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 17.18	02/27/2019		M		25,000		[(9)]	02/18/2020	Common Stock	25,000
Employee Stock	$ 17.18	02/28/2019		M		20,000		[(9)]	02/18/2020	Common Stock	20,000

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Option (right to buy)									
Employee Stock Option (right to buy)	$ 28.05	02/28/2019		S	5,000	(10)	01/31/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shak Steven 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			Chief Scientific Officer	

Signatures

/s/ Jason W. Radford, Attorney-in-fact	03/01/2019
**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)	Includes an aggregate of 9,210 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 November 30, 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 $75.96 to $76.94.
(5)	Represents weighted average sale price. Actual sale prices ranged from $76.96 to $77.76.
(6)	Represents weighted average sale price. Actual sale prices ranged from $75.03 to $76.02.
(7)	Represents weighted average sale price. Actual sale prices ranged from $76.06 to $77.05.
(8)	Represents weighted average sale price. Actual sale prices ranged from $77.06 to $77.35.
(9)	The option became exercisable as to 25% of the shares on February 18, 2011, and became exercisable as to 1/48th of the shares each full month thereafter.
(10)	The option became exercisable as to 25% of the shares on January 31, 2014, 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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