Shak Steven Form 4 April 01, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shak Steven			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)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)				
			(Month/Day/Year)	Director 10% Owner				
301 PENOBSCOT DRIVE		E	03/28/2019	_X_ Officer (give title Other (specify below) Chief Scientific Officer				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
REDWOOD CITY, CA 94063			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	le I - No	on-l	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securition Dispose (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	03/13/2019		G	V		D	\$ 0	333,479 (1)	I	Held by the Shak Family Trust
Common Stock (2)	03/28/2019		S		14,620	D	\$ 68.2119 (3) (4)	318,859 (1)	I	Held by the Shak Family Trust
Common Stock (2)	03/28/2019		S		10,272	D	\$ 68.9717 (3) (5)	308,587 (1)	I	Held by the Shak Family Trust

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Common Stock (2)	03/28/2019	S	108	D	\$ 69.665 (3) (6)	308,479 (1)	I	Held by the Shak Family Trust
Common Stock (2)	03/29/2019	S	14,372	D	\$ 69.0314 (3) (7)	294,107 (1)	I	Held by the Shak Family Trust
Common Stock (2)	03/29/2019	S	10,528	D	\$ 69.8425 (3) (8)	283,579 (1)	I	Held by the Shak Family Trust
Common Stock (2)	03/29/2019	S	100	D	\$ 70.49 (9)	283,479 (1)	I	Held by the Shak Family Trust
Common Stock (2)	04/01/2019	S	10,521	D	\$ 66.9418 (3) (10)	272,958 (1)	I	Held by the Shak Family Trust
Common Stock (2)	04/01/2019	S	11,279	D	\$ 68.0461 (3) (11)	261,679 <u>(1)</u>	I	Held by the Shak Family Trust
Common Stock (2)	04/01/2019	S	2,100	D	\$ 69.1161 (3) (12)	259,579 (1)	I	Held by the Shak Family Trust
Common Stock (2)	04/01/2019	S	800	D	\$ 69.8044 (3) (13)	258,779 (1)	I	Held by the Shak Family Trust
Common Stock (2)	04/01/2019	S	300	D	\$ 70.95 (9)	258,479 (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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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~	<del></del>				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Director 10% Owner Officer Other

Deletionship

Shak Steven

301 PENOBSCOT DRIVE Chief Scientific Officer REDWOOD CITY, CA 94063

# **Signatures**

/s/ Jason W. Radford, Attorney-in-fact 04/01/2019

\*\*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
- These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on November 30, 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.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$67.54 to \$68.52.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$68.60 to \$69.42.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$69.65 to \$69.74.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$68.47 to \$69.44.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$69.48 to \$70.34.
- (9) Represents actual sale price.
- (10) Represents weighted average sale price. Actual sale prices ranged from \$66.54 to \$67.51.
- (11) Represents weighted average sale price. Actual sale prices ranged from \$67.55 to \$68.53.

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- (12) Represents weighted average sale price. Actual sale prices ranged from \$68.60 to \$69.58.
- (13) Represents weighted average sale price. Actual sale prices ranged from \$69.62 to \$70.38.

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.