

GENOMIC HEALTH INC
Form 4
October 06, 2005

FORM 4

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

OMB APPROVAL

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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 *
Cohen Fred E

(Last) (First) (Middle)

C/O TPG VENTURES, 345
CALIFORNIA STREET SUITE
2600

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [GHDX]

3. Date of Earliest Transaction
(Month/Day/Year)

10/04/2005

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock par value \$1.00	10/04/2005		C		33,333 (2)	A	(2) 43,351 (1)
						D	

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

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(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 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)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(2)	10/04/2005		C	99,999 (5)	(3)	(4)	Common Stock	33,333 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Fred E C/O TPG VENTURES 345 CALIFORNIA STREET SUITE 2600 SAN FRANCISCO, CA 94104	X			

Signatures

/s/ Fred E. Cohen 10/04/2005

__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) On September 8, 2005, the Issuer declared a conditional dividend of 791,210 shares of Common Stock to be distributed on a pro rata basis to the Issuer's stockholders of record at the commencement of the Issuer's initial public offering ("IPO") if the price per share of Common Stock sold in the IPO is \$11.40 or greater. As a result, the Reporting Person received 1,685 shares of Common Stock as of October 4, 2005, the closing date of the IPO, which is reflected in the amount of Common Stock reported in column 5.
- (2) Every three shares of Preferred Stock were converted into one share of Common Stock upon consummation of the IPO. This conversion rate is reflected in the amount of securities underlying the derivative security reported in column 7, which also reflects adjustment for the stock split by the Issuer on September 8, 2005.
- (3) These securities are exercisable immediately.
- (4) These securities do not have an expiration date.
- (5) Does not include 1,014,492 shares of Series D Preferred Stock and 821,513 shares of Series E Preferred Stock previously held by funds managed by Tarrant Advisors, Inc., with which Mr. Cohen is affiliated. These shares of Preferred Stock were also converted on October 4, 2005 as reported in a separate Form 4 filed by Tarrant Advisors, Inc.

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.