GENOMIC HEALTH INC
Reported by
14159, L.P.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/16/15 for the Period Ending 06/12/15

Address
301 PENOBSCOT DRIVE
REDWOOD CITY, CA 94063

Telephone 650-556-9300
CIK 0001131324
Symbol GHDX
Fiscal Year 12/31
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

BAKER FELIX

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

NEW YORK, NY US 10065

2. Issuer Name and Ticker or Trading Symbol

GENOMIC HEALTH INC [ GHDX ]

3. Date of Earliest Transaction (MM/DD/YYYY)

6/12/2015

4. If Amendment, Date Original Filed (MM/DD/YYYY)

4A. **Form filed by One Reporting Person**

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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. | Trans. Date | 2A. Deemed Execution Date, if any | 3. | Trans. Code (Instr. 8) | 4. | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. | Amount of Securities Beneficially Owned Following Report Transaction(s) (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | |

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

| 1. | Title of Derivate Security (Instr. 3) | 2. | Trans. Date | 3A. Deemed Execution Date, if any | 4. | Trans. 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 |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | |

Explanation of Responses:

(1) 10,000 non-qualified stock options (the "Stock Options") convertible solely into common shares of Genomic Health, Inc. (the "Issuer") were granted to Felix J. Baker and 10,000 Stock Options were granted to Julian C. Baker pursuant to the Issuer's 2005 Stock Incentive Plan. The Stock Options have a strike price of $26.01 and fully vest on the first anniversary of the date of grant or immediately prior to the Issuer's annual meeting of stockholders, if earlier. Felix J. Baker and Julian C. Baker serve on the Issuer's Board of Directors (the "Board") as a representative of the Funds (as defined below). Pursuant to the policies of Baker Bros. Advisors LP (the "Adviser"), Felix J. Baker and Julian C. Baker do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds (as defined below) are entitled to receive all of the pecuniary interest in the securities issued. Baker/Tisch Investments, L.P. ("Baker Tisch"), Baker Bros. Investments, L.P. ("Baker Bros. Investments"), Baker Bros. Investments II, L.P. ("Baker Bros. Investments II"), 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159"), and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the Stock Options. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Stock Options (ie. no direct pecuniary interest).

(2) The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros.
Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Pursuant to agreements between each of Felix J. Baker and Julian C. Baker and the Adviser, the Adviser has investment and dispositive power over the Stock Options and any shares received as a result of the exercise of options. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:
Felix J. Baker and Julian C. Baker are directors of Genomic Health Inc. (the "Issuer"). By virtue of their representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

Reporting Owners

| Reporting Owner Name / Address | Relationships |]
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<tbody>
<tr>
<td></td>
<td>Director</td>
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<tr>
<td>BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<tr>
<td>Baker/Tisch Investments, LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<td>667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<td>Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
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<td>14159, L.P. 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<tr>
<td>BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<td>BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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<td>Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065</td>
<td>X</td>
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</tbody>
</table>

Signatures

/s/ Felix J. Baker

/s/ Scott L. Lessing

** Signature of Reporting Person

6/16/2015

Date


/s/ Scott L. Lessing

** Signature of Reporting Person

6/16/2015

Date


/s/ Scott L. Lessing

** Signature of Reporting Person

6/16/2015

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.