

GENOMIC HEALTH INC

Reported by
POPOVITS KIMBERLY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/04/17 for the Period Ending 05/03/17

Address	301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063
Telephone	650-556-9300
CIK	0001131324
Symbol	GHDX
SIC Code	8071 - Medical Laboratories
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Popovits Kimberly J			GENOMIC HEALTH INC [GHDX]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
301 PENOBSCOT DR.			5/3/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
REDWOOD CITY, CA 94063						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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 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	5/3/2017		M		2707	A	\$17.33	80943 (1)	D	
Common Stock	5/3/2017		M		2293	A	\$17.33	83236 (1)	D	
Common Stock (2)	5/3/2017		S		2707	D	\$31.6107 (3)(4)	80529 (1)	D	
Common Stock (2)	5/3/2017		S		2293	D	\$31.9575 (4)(5)	78236 (1)	D	
Common Stock								12298	I	Held by Morgan Stanley as Custodian for Benefit of Kimberly Popovits
Common Stock								16825	I	Held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits is trustee.
Common Stock								199487	I	Held by the Popovits 2010 Trust

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$17.33	5/3/2017		M		2707		(6)	12/4/2018	Common Stock	0	\$0.00	55193	D	
Employee Stock Option (right to buy)	\$17.33	5/3/2017		M		2293		(6)	12/4/2018	Common Stock	0	\$0.00	52900	D	

Explanation of Responses:

- (1) Includes an aggregate of 45,294 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 June 6, 2016.

- (3) Represents weighted average sale price. Actual sale prices ranged from \$30.77 to \$31.76.
- (4) 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.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$31.84 to \$32.13.
- (6) The option became exercisable as to 25% of the shares on December 4, 2009, and became exercisable as to 1/48th of the shares each full month thereafter.

Reporting Owners

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

Signatures

/s/ Jason W. Radford, Attorney-in-fact

5/4/2017

**Signature of Reporting Person

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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