

GENOMIC HEALTH INC

Reported by
POPOVITS KIMBERLY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/03/17

| | |
|-------------|---|
| 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

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 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. | | | 3/3/2017 | | | | | |
| (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 | 3/3/2017 | | M | | 4710 | A | \$23.31 | 82946 (1) | D | |
| Common Stock (2) | 3/3/2017 | | S | | 4710 | D | \$31.0914 (3)(4) | 78236 (1) | D | |
| Common Stock | 3/6/2017 | | M | | 290 | A | \$23.31 | 78526 (1) | D | |
| Common Stock (2) | 3/6/2017 | | S | | 290 | D | \$31.0838 (3)(5) | 78236 (1) | D | |
| Common Stock | | | | | | | | 12298 | I | Held by UBS 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 | | | | | | | | 200851 | 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) | \$23.31 | 3/3/2017 | | M | | 4710 | | (6) | 12/6/2017 | Common Stock | 0 | \$0.00 | 3190 | D | |
| Employee Stock Option (right to buy) | \$23.31 | 3/6/2017 | | M | | 290 | | (6) | 12/6/2017 | Common Stock | 0 | \$0.00 | 2900 | 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.

- (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.
- 3) information regarding the price and number of shares sold within the range indicated.
- (Represents weighted average sale price. Actual sale prices ranged from \$30.65 to \$31.22.
- 4) Represents weighted average sale price. Actual sale prices ranged from \$30.65 to \$31.22.
- (Represents weighted average sale price. Actual sale prices ranged from \$30.96 to \$31.17.
- 5) Represents weighted average sale price. Actual sale prices ranged from \$30.96 to \$31.17.
- (The option became exercisable as to 25% of the shares on December 6, 2008, and became exercisable as to 1/48th of the shares each full month thereafter.
- 6) The option became exercisable as to 25% of the shares on December 6, 2008, 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 PENOBSCOT DR. REDWOOD CITY, CA 94063 | X | | President and CEO | |

Signatures

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

3/7/2017

**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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