

# GENOMIC HEALTH INC

Reported by  
**POPOVITS KIMBERLY J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

Address	301 PENOBSCOT DRIVE REDWOOD CITY, CA, 94063
Telephone	650-556-9300
CIK	0001131324
Symbol	GHDX
SIC Code	8071 - Services-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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Popovits Kimberly J</b> (Last) (First) (Middle)  <b>301 PENOBSCOT DR.</b> (Street)  <b>REDWOOD CITY, CA 94063</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GENOMIC HEALTH INC [ GHDX ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/31/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	1/31/2018		A		23930 (1)	A	\$0.00	65849 (2)	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								237312	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) Holding	\$33.21	1/31/2018		A		165100		(3)	1/31/2028	Common Stock	165100	\$0.00	165100	D	

**Explanation of Responses:**

- (1) Restricted stock units awarded on January 31, 2018 which vest as to 1/3 of the shares on each of February 15, 2019, 2020 and 2021.
- (2) Includes an aggregate of 45,294 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (3) The option becomes exercisable as to 25% of the shares on January 31, 2019, and becomes exercisable as to 1/48th of the shares each full month thereafter.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>Popovits Kimberly J</b> <b>301 PENOBSCOT DR.</b> <b>REDWOOD CITY, CA 94063</b>	X	<b>President and CEO</b>	
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**Signatures**

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

2/2/2018

\*\*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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