

# GENOMIC HEALTH INC

Reported by  
**VAUGHN JAMES J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/06/18 for the Period Ending 06/04/18

|             |  |
|-------------|--|
| Address     | 301 PENOBSCOT DRIVE<br>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

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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<br>(Check all applicable)   |  |  |
| Vaughn James J                            |  |  | GENOMIC HEALTH INC [ GHDX ]                       |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Commercial Officer</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| 301 PENOBSCOT DRIVE                       |  |  | 6/4/2018  |  |  |  |  |  |
| (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<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |       |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---|---|---|-------|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) |   |   |   | Price |
| Common Stock                       | 6/4/2018       |   | M                            |   | 9000  | A             | \$22.98   | 38655 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 9000  | D             | \$43.8708 (3)(4)  | 29655 (1)   | D   |       |
| Common Stock                       | 6/4/2018       |   | M                            |   | 13500   | A             | \$27.48   | 43155 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 10977   | D             | \$44.6691 (3)(5)  | 32178 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 2523  | D             | \$45.4689 (3)(6)  | 29655 (1)   | D   |       |
| Common Stock                       | 6/4/2018       |   | M                            |   | 20000   | A             | \$27.00   | 49655 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 7552  | D             | \$46.0652 (3)(7)  | 42103 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 12448   | D             | \$46.8261 (3)(8)  | 29655 (1)   | D   |       |
| Common Stock                       | 6/4/2018       |   | M                            |   | 16268   | A             | \$28.05   | 45923 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 9639  | D             | \$47.5743 (3)(9)  | 36284 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 6629  | D             | \$48.3285 (3)(10)   | 29655 (1)   | D   |       |
| Common Stock                       | 6/4/2018       |   | M                            |   | 12000   | A             | \$29.34   | 41655 (1)   | D   |       |
| Common Stock (2)                   | 6/4/2018       |   | S                            |   | 12000   | D             | \$48.5736 (3)(11)   | 29655 (1)   | D   |       |
| Common Stock                       | 6/4/2018       |   | M                            |   | 10000   | A             | \$17.18   | 39655 (1)   | D   |       |
| Common Stock (12)                  | 6/4/2018       |   | S                            |   | 10000   | D             | \$43.4088 (3)(13)   | 29655 (1)   | D   |       |
| Common Stock (12)                  | 6/4/2018       |   | S                            |   | 8594  | D             | \$43.4209 (3)(14)   | 21061 (1)   | D   |       |
| Common Stock (12)                  | 6/4/2018       |   | S                            |   | 4052  | D             | \$43.542 (3)(15)  | 17009 (1)   | D   |       |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3)     | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Employee Stock<br>Option (right to<br>buy)         | \$17.18  | 6/4/2018          |   | M                            |   | 10000  |     | (16)                                       | 2/18/2020          | Common<br>Stock  | 0                                | \$0.00  | 0  | D   |  |
| Employee Stock<br>Option (right to<br>buy)         | \$22.98  | 6/4/2018          |   | M                            |   | 9000   |     | (17)                                       | 1/27/2021          | Common<br>Stock  | 0                                | \$0.00  | 0  | D   |  |
| Employee Stock<br>Option (right to<br>buy)         | \$29.34  | 6/4/2018          |   | M                            |   | 12000  |     | (18)                                       | 2/5/2022           | Common<br>Stock  | 0                                | \$0.00  | 0  | D   |  |
| Employee Stock<br>Option (right to<br>buy)         | \$28.05  | 6/4/2018          |   | M                            |   | 16268  |     | (19)                                       | 1/31/2023          | Common<br>Stock  | 0                                | \$0.00  | 3732   | D   |  |
| Employee Stock<br>Option (right to<br>buy) Holding | \$27.00  | 6/4/2018          |   | M                            |   | 20000  |     | (20)                                       | 2/16/2026          | Common<br>Stock  | 0                                | \$0.00  | 41700  | D   |  |

**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 |  |  |  |  |
| <b>Employee Stock Option (right to buy) Holding</b> | \$27.48  | 6/4/2018       |                                   | M                         |   | 13500  |     | (21)                                    | 1/31/2027       | Common Stock  | 0                          | \$0.00                                     | 40580  | D  |  |

**Explanation of Responses:**

- (1) Includes an aggregate of 15,534 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 March 9, 2018.
- (3) 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.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$43.68 to \$44.23.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$44.23 to \$45.14.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$45.32 to \$45.61.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$45.61 to \$46.60.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$46.64 to \$47.10.
- (9) Represents weighted average sale price. Actual sale prices ranged from \$47.10 to \$48.08.
- (10) Represents weighted average sale price. Actual sale prices ranged from \$48.16 to \$48.40.
- (11) Represents weighted average sale price. Actual sale prices ranged from \$48.40 to \$48.79.
- (12) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on June 8, 2017.
- (13) Represents weighted average sale price. Actual sale prices ranged from \$43.20 to \$43.51.
- (14) Represents weighted average sale price. Actual sale prices ranged from \$43.25 to \$43.68.
- (15) Represents weighted average sale price. Actual sale prices ranged from \$43.51 to \$43.66.
- (16) The option became exercisable as to 25% of the shares on February 18, 2011, and became exercisable as to 1/48th of the shares each full month thereafter.
- (17) The option became exercisable as to 25% of the shares on January 27, 2012, and became exercisable as to 1/48th of the shares each full month thereafter.
- (18) The option became exercisable as to 25% of the shares on February 5, 2013, and became exercisable as to 1/48th of the shares each full month thereafter.
- (19) The option became exercisable as to 25% of the shares on January 31, 2014, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- (20) The option became exercisable as to 25% of the shares on February 16, 2017, and became exercisable as to 1/48th of the shares each full month thereafter.
- (21) The option became exercisable as to 25% of the shares on January 31, 2018, 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>Vaughn James J<br/>301 PENOBSCOT DRIVE<br/>REDWOOD CITY, CA 94063</b> |               |           | <b>Chief Commercial Officer</b> |       |

**Signatures**

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

6/6/2018

\*\*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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