

# GENOMIC HEALTH INC

Reported by  
**VAUGHN JAMES J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/10/18 for the Period Ending 10/08/18

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

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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)		
Vaughn James J			GENOMIC HEALTH INC [ GHDX ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Commercial Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
301 PENOBSCOT DRIVE			10/8/2018					
(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 <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	10/8/2018		M		3732	A	\$28.05	21274 (1)	D	
Common Stock	10/8/2018		M		18110	A	\$30.84	39384 (1)	D	
Common Stock	10/8/2018		M		2838	A	\$31.12	42222 (1)	D	
Common Stock	10/8/2018		M		320	A	\$27.00	42542 (1)	D	
Common Stock (2)	10/8/2018		S		16215	D	\$64.976 (3)(4)	26327 (1)	D	
Common Stock (2)	10/8/2018		S		6310	D	\$65.8155 (3)(5)	20017 (1)	D	
Common Stock (2)	10/8/2018		S		2475	D	\$66.5197 (3)(6)	17542 (1)	D	
Common Stock	10/9/2018		M		5653	A	\$27.48	23195 (1)	D	
Common Stock	10/9/2018		M		2390	A	\$31.12	25585 (1)	D	
Common Stock	10/9/2018		M		16957	A	\$27.00	42542 (1)	D	
Common Stock (2)	10/9/2018		S		19270	D	\$64.2293 (3)(7)	23272 (1)	D	
Common Stock (2)	10/9/2018		S		5730	D	\$64.8563 (3)(8)	17542 (1)	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				
Employee Stock Option (right to buy)	\$28.05	10/8/2018		M		3732		(9)	1/31/2023	Common Stock	3732	\$0.00	0	D	
Employee Stock Option (right to buy)	\$30.84	10/8/2018		M		18110		(10)	1/28/2024	Common Stock	18110	\$0.00	0	D	
Employee Stock Option (right to buy) Holding	\$31.12	10/8/2018		M		2838		(11)	2/13/2025	Common Stock	2838	\$0.00	42162	D	
Employee Stock Option (right to buy) Holding	\$31.12	10/9/2018		M		2390		(11)	2/13/2025	Common Stock	2390	\$0.00	39772	D	
Employee Stock Option (right to buy) Holding	\$27.00	10/8/2018		M		320		(12)	2/16/2026	Common Stock	320	\$0.00	41380	D	
Employee Stock Option (right to buy) Holding	\$27.00	10/9/2018		M		16957		(12)	2/16/2026	Common Stock	16957	\$0.00	24423	D	
Employee Stock Option (right to buy) Holding	\$27.48	10/9/2018		M		5653		(13)	1/31/2027	Common Stock	5653	\$0.00	34927	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 August 6, 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 \$64.37 to \$65.34.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$65.37 to \$66.36.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$66.37 to \$66.76.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$63.57 to \$64.56.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$64.57 to \$65.27.
- (9) The option became exercisable as to 25% of the shares on January 31, 2014, and became exercisable as to 1/48th of the shares each full month thereafter.
- (10) The option became exercisable as to 25% of the shares on January 28, 2015, and became exercisable as to 1/48th of the shares each full month thereafter.
- (11) The option becomes exercisable as to 25% of the shares on February 13, 2016, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- (12) The option became exercisable as to 25% of the shares on February 16, 2017, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- (13) 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 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063</b>			<b>Chief Commercial Officer</b>	

**Signatures**/s/ Jason W. Radford, Attorney-in-fact10/10/2018

\*\* 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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