

GENOMIC HEALTH INC

Reported by
POPOVITS KIMBERLY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/17/18 for the Period Ending 10/15/18

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

[] 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 -* Popovits Kimberly J (Last) (First) (Middle) 301 PENOBSCOT DR. (Street) REDWOOD CITY, CA 94063 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/15/2018 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	--	--

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	10/15/2018		M		25000	A	\$22.98	201982	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/15/2018		S		23720	D	\$64.2632 (2)(3)	178262	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/15/2018		S		880	D	\$64.7886 (2)(4)	177382	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/15/2018		S		400	D	\$65.76 (2)(5)	176982	I	Held by the Popovits 2010 Trust
Common Stock	10/16/2018		M		25000	A	\$22.98	201982	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/16/2018		S		2795	D	\$64.4461 (2)(6)	199187	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/16/2018		S		6103	D	\$65.4139 (2)(7)	193084	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/16/2018		S		8217	D	\$66.4277 (2)(8)	184867	I	Held by the Popovits 2010 Trust
Common Stock (1)	10/16/2018		S		7885	D	\$67.3862 (2)(9)	176982	I	Held by the Popovits 2010 Trust
Common Stock								59517 (10)	D	
Common Stock								12298	I	Held by Morgan Stanley as Custodian for Benefit of Kimberly Popovits

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)	\$22.98	10/15/2018		M		25000		(11)	1/27/2021	Common Stock	25000	\$0.00	65000	D	
Employee Stock Option (right to buy)	\$22.98	10/16/2018		M		25000		(11)	1/27/2021	Common Stock	25000	\$0.00	40000	D	

Explanation of Responses:

- (1) These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 14, 2018.
- (2) 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) Represents weighted average sale price. Actual sale prices ranged from \$63.64 to \$64.63.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$64.64 to \$65.55.
- (5) Represents actual sale price.
- (6) Represents weighted average sale price. Actual sale prices ranged from \$63.97 to \$64.96.
- (7) Represents weighted average sale price. Actual sale prices ranged from \$64.97 to \$65.96.
- (8) Represents weighted average sale price. Actual sale prices ranged from \$65.97 to \$66.96.
- (9) Represents weighted average sale price. Actual sale prices ranged from \$66.97 to \$67.73.
- (10) Includes an aggregate of 51,204 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- (11) 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.

Remarks:
 Note: The shares previously reported as held in trust for the benefit of Ms. Popovits' son, of which Ms. Popovits was trustee, are held directly by her son and are not an indirect holding of Ms. Popovits.

Reporting Owners

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

Signatures

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

10/17/2018

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.