GENOMIC HEALTH INC

Form 4

February 18, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cole G Bradley			2. Issuer Name and Ticker or Trading Symbol GENOMIC HEALTH INC [GHDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
301 PENOBSCOT DRIVE			02/13/2015	X Officer (give title Other (special below) COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD C	ITY, CA 94	1063	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	02/13/2015		A	9,000 (1)	A	\$ 0	30,645 (2)	D	
Common Stock	02/15/2015		A	1,840 (3)	A	\$ 0	32,485 <u>(4)</u>	D	
Common Stock	02/15/2015		F	2,827	D	\$ 31.12	29,658 (5)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy) Holding	\$ 31.12	02/13/2015		A	55,000	02/13/2016(6)	02/13/2025	Common Stock	55,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
Cole G Bradley							
301 PENOBSCOT DRIVE			COO				
REDWOOD CITY, CA 94063							

Signatures

/s/ Kimberly J. Popovits, Attorney-in-fact

02/18/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Restricted stock units (RSUs) awarded on February 13, 2015, which vest as to 1/3 of the shares on each of February 15, 2016, 2017, and 2018.
- (2) Includes an aggregate of 12,655 shares of common stock issuable pursuant to previously reported RSU awards that have not vested as of February 13, 2015.
- Performance-based vesting restricted stock units (PVRSUs) awarded on March 25, 2014, subject to meeting certain performance goals (3) measured in 2014, which performance criteria were determined to be satisfied on February 9, 2015, 1/2 of which vest on each of February 15, 2015 and 2016.
- (4) Includes an aggregate of 23,495 shares of common stock issuable pursuant to previously reported RSU awards and the PVRSU awards above prior to the February 15, 2015 vest date.

Reporting Owners 2

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- (5) Includes an aggregate of 16,201 shares of common stock issuable pursuant to previously reported RSU awards and the PVRSU awards reported above that vest after February 15, 2015.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.