

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**Cole G Bradley**

CIK: **1337798**

Type: **4** | Act: **34** | File No.: **000-51541** | Film No.: **13526382**

Mailing Address

*301 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063*

### ISSUER

**GENOMIC HEALTH INC**

CIK: **1131324** | IRS No.: **770552594** | Fiscal Year End: **1231**

SIC: **8071** Medical laboratories

Mailing Address

*301 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063*

Business Address

*301 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063  
650-556-9300*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Cole G Bradley</b>			2. Issuer Name and Ticker or Trading Symbol <b>GENOMIC HEALTH INC [GHDX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>					
301 PENOBSCOT DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) <b>REDWOOD CITY, CA 94063</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. 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	01/09/2013		<u>M</u>		2,500	A	\$1.33 <sup>(1)</sup>	16,585	D	
Common Stock <sup>(2)</sup>	01/09/2013		<u>S</u>		2,500	D	\$27.8776 <sup>(3)</sup> <sup>(4)</sup>	14,085 <sup>(5)</sup> <sup>(6)</sup>	D	

**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. Transaction 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 (Month/Day/Year)		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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$1.33	01/09/2013		<u>M</u>		2,500		<sup>(1)</sup>	07/06/2014	Common Stock	2,500	\$ 0	25,368	D	

**Explanation of Responses:**

1. The number of shares originally covered by the exercised option was 150,000 with an exercise price per share of \$1.38. In connection with the issuer's initial public offering on October 4, 2005, a conditional dividend was issued which increased the number of shares covered by the option by 6,033 to 156,033, reducing the effective exercise price per share to \$1.33.
2. These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 20, 2012.
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 \$27.76 to \$27.98.
5. Includes 6,750 restricted stock units granted on January 27, 2011, of which 1/3 of the shares vest on each of February 15, 2013 and 2014, and the 1/3 of the shares that vested on February 15, 2012, net of withholding.
6. Includes 6,700 restricted stock units granted on February 5, 2012 which vest as to 1/3 of the shares on February 15, 2013, 1/3 of the shares on February 15, 2014 and 1/3 of the shares on February 15, 2015.
7. The option became exercisable as to 25% of the shares on July 6, 2005, and became exercisable as to 1/48th of the shares each full month thereafter.

### Signatures

/s/ Dean L. Schorno, Attorney-in-fact

\*\* Signature of Reporting Person

01/11/2013

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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