

Popovits Kimberly J  
 Form 4  
 December 17, 2010

**FORM 4**

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Popovits Kimberly J

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)  
 301 PENOBSCOT DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

REDWOOD CITY, CA 94403

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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	12/15/2010		M		4,000	A	\$ 2.88 (1)
Common Stock (2)	12/15/2010		S		4,000	D	\$ 22.6816 (3) (4)
Common Stock	12/16/2010		M		4,000	A	\$ 2.88 (1)
Common Stock (2)	12/16/2010		S		4,000	D	\$ 22.7346 (3) (5)
							12,298
							I

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Common Stock							By UBS for Benefit of Kimberly Popovits
Common Stock					10,210	I	Held by son

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 2.88	12/15/2010		M	4,000	(6) 12/02/2014	Common Stock	4,000	
Employee Stock Option (right to buy)	\$ 2.88	12/16/2010		M	4,000	(6) 12/02/2014	Common Stock	4,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Popovits Kimberly J 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94403	X		President and CEO	

## Signatures

Kimberly J.  
Popovits

12/17/2010

    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).

- The number of shares originally covered by the exercised option was 66,666 options an exercise price per share of \$3.00 per share. 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 2,062 to 69,348, reducing the effective exercise price per share to \$2.88.
- (1) This sale of common stock was effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on February 10, 2010.
  - (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 \$22.33 to \$22.80.
  - (4) Represents weighted average sale price. Actual sale prices ranged from \$22.51 to \$22.87.
  - (5) The option became exercisable as to 25% of the shares on December 2, 2004, and became exercisable as to 1/48th of the shares each full month thereafter.
  - (6)

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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