

GENENTECH INC

Form 4

July 18, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK IAN T

(Last) (First) (Middle)

1 DNA WAY

(Street)

SO SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENENTECH INC [DNA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

EVP-COMMERCIAL

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/16/2008		S		1,400	D	\$ 80.28	668	D	
Common Stock	07/16/2008		M		2,600	A	\$ 53.23	3,268	D	
Common Stock	07/16/2008		S		2,600	D	\$ 80.3	668	D	
Common Stock	07/16/2008		M		2,700	A	\$ 53.23	3,368	D	
Common Stock	07/16/2008		S		2,700	D	\$ 80.31	668	D	

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Common Stock	07/16/2008	M	2,700	A	\$ 53.23	3,368	D
Common Stock	07/16/2008	S	2,700	D	\$ 80.32	668	D
Common Stock	07/16/2008	M	7,700	A	\$ 53.23	8,368	D
Common Stock	07/16/2008	S	7,700	D	\$ 80.33	668	D
Common Stock	07/16/2008	M	1,600	A	\$ 53.23	2,268	D
Common Stock	07/16/2008	S	1,600	D	\$ 80.34	668	D
Common Stock	07/16/2008	M	1,509	A	\$ 53.23	2,177	D
Common Stock	07/16/2008	S	1,509	D	\$ 80.35	668	D
Common Stock	07/16/2008	M	200	A	\$ 53.23	868	D
Common Stock	07/16/2008	S	200	D	\$ 80.36	668	D
Common Stock	07/16/2008	M	3,028	A	\$ 53.23	3,696	D
Common Stock	07/16/2008	S	3,028	D	\$ 80.37	668	D
Common Stock	07/16/2008	M	2,380	A	\$ 53.23	3,048	D
Common Stock	07/16/2008	S	2,380	D	\$ 80.38	668	D
Common Stock	07/16/2008	M	2,700	A	\$ 53.23	3,368	D
Common Stock	07/16/2008	S	2,700	D	\$ 80.4	668	D
Common Stock	07/16/2008	M	1,400	A	\$ 53.23	2,068	D
Common Stock	07/16/2008	S	1,400	D	\$ 80.41	668	D
Common Stock	07/16/2008	M	600	A	\$ 53.23	1,268	D
Common Stock	07/16/2008	S	600	D	\$ 80.42	668	D
	07/16/2008	M	1,600	A		2,268	D

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Common Stock					\$ 53.23		
Common Stock	07/16/2008	S	1,600	D	\$ 80.43	668	D
Common Stock	07/16/2008	M	100	A	\$ 53.23	768	D
Common Stock	07/16/2008	S	100	D	\$ 80.47	668	D

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008		M	1,000	09/11/2003 ⁽¹⁾ 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008		M	100	09/11/2003 ⁽¹⁾ 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008		M	1,100	09/11/2003 ⁽¹⁾ 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008		M	2,200	09/11/2003 ⁽¹⁾ 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008		M	100	09/11/2003 ⁽¹⁾ 09/11/2013	Common Stock
	\$ 42.05	07/16/2008		M	2,100	09/11/2003 ⁽¹⁾ 09/11/2013	

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Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	4,800	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		4
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	400	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	700	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	200	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,900	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	619	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	300	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,400	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,205	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,694	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	100	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,100	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,100	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		1
Non-Qualified Stock Option	\$ 42.05	07/16/2008	M	600	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock		

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	800	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	100	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	3,500	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	100	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,500	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	113	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	900	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	5,917	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	983	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	07/16/2008	M	1,600	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK IAN T 1 DNA WAY SO SAN FRANCISCO, CA 94080			EVP-COMMERCIAL	

Signatures

By: CAROLINE WU For: IAN T
CLARK 07/18/2008

__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).

This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares
(1) vesting in equal monthly increments over the following three years. The option may be immediately exercisable with the consent of Genentech.

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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