

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

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* <u>Vaughn James J</u> (Last) (First) (Middle) 301 PENOBSCOT DRIVE (Street) REDWOOD CA 94063 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENOMIC HEALTH INC [GHDX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/08/2018		M		3,732	A	\$28.05	21,274 ⁽¹⁾	D	
Common Stock	10/08/2018		M		18,110	A	\$30.84	39,384 ⁽¹⁾	D	
Common Stock	10/08/2018		M		2,838	A	\$31.12	42,222 ⁽¹⁾	D	
Common Stock	10/08/2018		M		320	A	\$27	42,542 ⁽¹⁾	D	
Common Stock ⁽²⁾	10/08/2018		S		16,215	D	\$64.976 ⁽³⁾⁽⁴⁾	26,327 ⁽¹⁾	D	
Common Stock ⁽²⁾	10/08/2018		S		6,310	D	\$65.8155 ⁽³⁾⁽⁵⁾	20,017 ⁽¹⁾	D	
Common Stock ⁽²⁾	10/08/2018		S		2,475	D	\$66.5197 ⁽³⁾⁽⁶⁾	17,542 ⁽¹⁾	D	
Common Stock	10/09/2018		M		5,653	A	\$27.48	23,195 ⁽¹⁾	D	
Common Stock	10/09/2018		M		2,390	A	\$31.12	25,585 ⁽¹⁾	D	
Common Stock	10/09/2018		M		16,957	A	\$27	42,542 ⁽¹⁾	D	
Common Stock ⁽²⁾	10/09/2018		S		19,270	D	\$64.2293 ⁽³⁾⁽⁷⁾	23,272 ⁽¹⁾	D	
Common Stock ⁽²⁾	10/09/2018		S		5,730	D	\$64.8563 ⁽³⁾⁽⁸⁾	17,542 ⁽¹⁾	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$28.05	10/08/2018		M			3,732	(9)	01/31/2023	Common Stock	3,732	\$0.00	0	D	
Employee Stock Option (right to buy)	\$30.84	10/08/2018		M			18,110	(10)	01/28/2024	Common Stock	18,110	\$0.00	0	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) Holding	\$31.12	10/08/2018		M			2,838	(11)	02/13/2025	Common Stock	2,838	\$0.00	42,162	D	
Employee Stock Option (right to buy) Holding	\$31.12	10/09/2018		M			2,390	(11)	02/13/2025	Common Stock	2,390	\$0.00	39,772	D	
Employee Stock Option (right to buy) Holding	\$27	10/08/2018		M			320	(12)	02/16/2026	Common Stock	320	\$0.00	41,380	D	
Employee Stock Option (right to buy) Holding	\$27	10/09/2018		M			16,957	(12)	02/16/2026	Common Stock	16,957	\$0.00	24,423	D	
Employee Stock Option (right to buy) Holding	\$27.48	10/09/2018		M			5,653	(13)	01/31/2027	Common Stock	5,653	\$0.00	34,927	D	

Explanation of Responses:

- Includes an aggregate of 15,534 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
- These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on August 6, 2018.
- 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.
- Represents weighted average sale price. Actual sale prices ranged from \$64.37 to \$65.34.
- Represents weighted average sale price. Actual sale prices ranged from \$65.37 to \$66.36.
- Represents weighted average sale price. Actual sale prices ranged from \$66.37 to \$66.76.
- Represents weighted average sale price. Actual sale prices ranged from \$63.57 to \$64.56.
- Represents weighted average sale price. Actual sale prices ranged from \$64.57 to \$65.27.
- The option became exercisable as to 25% of the shares on January 31, 2014, and became exercisable as to 1/48th of the shares each full month thereafter.
- The option became exercisable as to 25% of the shares on January 28, 2015, and became exercisable as to 1/48th of the shares each full month thereafter.
- 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.
- The option became exercisable as to 25% of the shares on February 16, 2017, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- The option became exercisable as to 25% of the shares on January 31, 2018, and becomes exercisable as to 1/48th of the shares each full month thereafter.

Remarks:

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

10/10/2018

** 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.

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