

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Pla Frederic</u> _____ (Last) (First) (Middle) 301 PENOBSCOT DR. _____ (Street) REDWOOD CA 94063 CITY (State) (Zip) _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> GENOMIC HEALTH INC [ GHDX ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) COO
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/19/2019	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	02/19/2019		M		1,500	A	\$31.98	41,178 <sup>(1)</sup>	D	
Common Stock	02/19/2019		M		1,400	A	\$27	42,578 <sup>(1)</sup>	D	
Common Stock	02/19/2019		M		2,800	A	\$27.48	45,378 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	02/19/2019		S		6,084	D	\$82.9283 <sup>(3)(4)</sup>	39,294 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	02/19/2019		S		3,616	D	\$83.5524 <sup>(3)(5)</sup>	35,678 <sup>(1)</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: 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)	\$31.98	02/19/2019		M			1,500	(6)	01/01/2025	Common Stock	1,500	\$0.00	78,667	D	
Employee Stock Option (right to buy) Holding	\$27	02/19/2019		M			1,400	(7)	02/16/2026	Common Stock	1,400	\$0.00	19,167	D	
Employee Stock Option (right to buy) Holding	\$27.48	02/19/2019		M			2,800	(8)	01/31/2027	Common Stock	2,800	\$0.00	46,453	D	

**Explanation of Responses:**

- Includes an aggregate of 22,874 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 December 10, 2018.

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 \$82.30 to \$83.29.
5. Represents weighted average sale price. Actual sale prices ranged from \$83.30 to \$83.96.
6. The option became exercisable as to 25% of the shares on January 1, 2016, and became exercisable as to 1/48th of the shares each full month thereafter.
7. The option became exercisable as to 25% of the shares on February 16, 2017, and became exercisable as to 1/48th of the shares each full month thereafter.
8. 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

02/21/2019

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**