

GENOMIC HEALTH INC  
 Form 3  
 September 28, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Scott Randal W		(Month/Day/Year)	GENOMIC HEALTH INC [GHDX]	
(Last)	(First)	09/28/2005		
301 PENOBSCOT DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
REDWOOD CITY,Â CAÂ 94063			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chairman and CEO	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	595,000 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Series A Preferred	Â (2)	Â (3)	Common Stock	1,333,333 (1)	\$ (4)	D	Â
Series B Preferred	Â (2)	Â (3)	Common Stock	216,216 (1)	\$ (4)	D	Â
Series E Preferred Stock	Â (2)	Â (3)	Common Stock	11,820 (5)	\$ (6)	I	By Morgan Stanley DW Inc. Custodian
Employee Stock Option (right to buy)	Â (7)	12/02/2009	Common Stock	66,666 (8)	\$ 3.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Randal W 301 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â X	Â	Â Chairman and CEO	Â

## Signatures

/s/ Randal W. Scott  
09/28/2005

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Does not include shares of Common Stock that may be issued to the Reporting Person if the conditional dividend of shares of Common Stock declared by the Issuer's Board of Directors on September 8, 2005 is distributed upon the closing of the Issuer's initial public offering (the "IPO") in the event the price per share of the Issuer's Common Stock sold in the IPO is \$11.40 or greater (the "Conditional Dividend").
- (2) These securities are exercisable immediately.
- (3) These securities do not have an expiration date.
- (4) Upon consummation of the IPO, every 3 shares of Series A Preferred Stock and Series B Preferred Stock will convert into 1 share of Common Stock.
- (5) Does not include shares of Common Stock that will be issued to the Reporting Person upon consummation of the Issuer's initial public offering (the "IPO") as a result of either (a) the distribution of the Conditional Dividend or (b) the Increased Conversion Rate (as defined in footnote 6 below).
- (6) Upon consummation of the IPO, every 3 shares of Series E Preferred Stock will be converted into 1 share of Common Stock; provided, however, if the price per share of shares sold in the IPO is less than \$11.40, the conversion rate will be 1.128 shares of Common Stock for every 3 shares of Series E Preferred Stock (the "Increased Conversion Rate").
- (7) The option becomes exercisable as to 25% of the shares on December 2, 2005, and becomes exercisable as to 1/48th of the shares each full month thereafter.
- (8) Does not include additional shares of Common Stock underlying the option if the Conditional Dividend is distributed upon consummation of the IPO.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.