GENENTECH INC
Form 11-K
June 24, 2008

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

FORM 11-K

(Mark One)

þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission File Number: 1-9813

A. Full title of the plan and the address of the plan if different from that of the issuer named below:

GENENTECH, INC. TAX REDUCTION INVESTMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

GENENTECH, INC.
1 DNA Way
South San Francisco, California 94080-4990

Genentech, Inc. Tax Reduction Investment Plan

Index to Financial Statements

In this report, “Genentech,” “we,” “us”, “our” and “the Company” refer to Genentech, Inc. “Common Stock” refers to Genen
Common Stock, par value $0.02 per share.

Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrative Committee of the
Genentech, Inc. Tax Reduction Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Genentech, Inc. Tax Reduction Investment Plan as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

San Jose, California
June 9, 2008

Genentech, Inc. Tax Reduction Investment Plan

Statements of Net Assets Available for Benefits

	December 31, 2007	December 31, 2006
Assets		
Investments, at fair value	$ 1,147,862,195	$ 916,508,076
Cash	387,416	251,658
Receivables		
Employer contributions	30,391,223	24,911,078
Investment income	3,336	3,773
Total receivables	30,394,559	24,914,851
Net assets available for benefits at fair value	1,178,644,170	941,674,585
Adjustment from fair value to contract value (for interest in common collective trust related to fully benefit-responsive investment contracts)	723,549	910,831
Net assets available for benefits	$ 1,179,367,719	$ 942,585,416

See accompanying notes.

Genentech, Inc. Tax Reduction Investment Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2007	2006
ADDITIONS		
Investment income		
Interest and dividends	$ 79,367,051	$ 49,242,066
Realized and unrealized gain, net	1,459,197	14,444,208
Total investment income	80,826,248	63,686,274
Contributions		
Employee	101,632,349	85,936,883
Employee rollover	14,781,609	19,398,630
Employer	79,851,304	67,725,351
Total contributions	196,265,262	173,060,864
Total additions	277,091,510	236,747,138
DEDUCTIONS		
Benefit payments	51,564,975	32,665,973
Administrative expenses	95,490	41,333
Total deductions	51,660,465	32,707,306
Transfer in	11,351,258	–
Net increase	236,782,303	204,039,832
Net assets available for benefits		
Beginning of year	942,585,416	738,545,584
End of year	$ 1,179,367,719	$ 942,585,416

See accompanying notes.

Genentech, Inc. Tax Reduction Investment Plan

Notes to Financial Statements

December 31, 2007

(1) PLAN DESCRIPTION

The following description of the Genentech, Inc. Tax Reduction Investment Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, effective January 1, 1985 and amended and restated as of November 1, 2007, established by Genentech (Plan Sponsor and Plan Administrator) for the benefit of eligible employees of the Company and its participating affiliates. It is subject to the provisions of the Employee Retirement Investment Security Act of 1974, as amended (ERISA).

Individuals eligible to participate under the Plan must be employees of Genentech or employees of an affiliate of Genentech that adopts the Plan with the approval of the Board of Directors of the Plan Sponsor. Such employees become eligible immediately upon hire. However, the following employees or classes of employees are not eligible to participate: (1) any employee who is a member of a collective bargaining unit and who is covered by a collective bargaining agreement where retirement benefits were the subject of good faith bargaining, unless the agreement specifically provides coverage of such employee under the Plan; (2) any individual employed by any corporation or other business entity that is merged or liquidated into Genentech, unless the Administrative Committee for the Plan (Committee) designates such employees as eligible employees; (3) any employee paid from a non-United States (U.S.) payroll; (4) an employee who does not have a U.S. social security number; or (5) any employee classified or treated as an independent contractor, consultant, leased employee (as defined under the Internal Revenue Code of 1986, as amended (Code)), or an employee of an employment agency or other entity, even if subsequently determined to have been a common-law employee of Genentech.

In August 2007, the Company acquired Tanox, Inc. (Tanox). Former Tanox employees who joined Genentech were eligible to participate in the Plan, and the account balances of these new employees under the former Tanox, Inc. 401(k) Plan, totaling $11,351,258, were transferred to the Plan in November 2007.

Contributions

Each year, participants may contribute up to 50 percent of annual pre-tax compensation, as defined in the Plan. Participants aged 50 years and older may include a catch-up contribution for a total contribution of up to 75 percent of annual pre-tax compensation. Each participant may also contribute up to 99 percent of his or her eligible bonus, as defined in the Plan. Subject to limitations of the Code, each participant in the Plan could elect to defer up to the lesser of $15,500 or 50 percent of his or her eligible compensation in 2007 and $15,000 or 50 percent of his or her eligible compensation in 2006. Each participant aged 50 years and older in the Plan who made a catch-up contribution could elect to defer up to the lesser of $20,500 or 75 percent of his or her eligible compensation in 2007 and $20,000 or 75 percent of his or her eligible compensation in 2006.

Contributions are made through participant systematic salary reductions. The participant's salary is reduced by the elected savings amount (salary deferral contributions) on a pre-tax basis. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company contributes 100 percent of the first 5 percent of eligible compensation that the participant contributes to the Plan (Match). Effective October 1, 2006 the Match is funded concurrently with a participant's semi-monthly contribution to the Plan. In October 2006, the Company funded a one-time matching contribution for the period from January 1, 2006 through September 29, 2006.

In 2007 and 2006, the Company also provided a nonelective contribution equal to two percent of eligible compensation of eligible participants employed on the last business day of the year (Nonelective Contribution).The Nonelective Contribution was funded in the first quarter of the subsequent year. The Nonelective Contribution was $24,825,957 and $20,835,002 in 2007 and 2006, respectively.

Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers investments in mutual funds, a common collective trust, the Company's Common Stock, and certain other individual securities and a money market fund available through a brokerage account. Effective September 30, 2006, investments in Genentech Common Stock are limited to 30 percent of a participant's future contributions.

All amounts contributed to the Plan are deposited in a trust account with Fidelity Management Trust Company (Plan Trustee). The Plan Trustee has blanket bond insurance covering the full market value of the securities and investments in its custody.

Participant Accounts
Each participant's account is credited with the participant's contribution, the Match, the Nonelective Contribution and Plan earnings. An individual participant's account is credited with Plan earnings or losses on a pro rata basis as the actual investment funds report their earnings performance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting
Participants are 100 percent vested immediately in all contributions to the Plan plus actual earnings thereon.

Participant Loans
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of (1) $50,000, less the highest outstanding loan balance during the preceding twelve months, or (2) 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear fixed interest rates (presently two percent above the bank prime interest rate). Principal and interest are paid ratably through monthly payroll deductions over three or five years, or fifteen years if the purpose of the loan is to purchase a participant's principal residence. Trustee fees related to the establishment and administration of the loans are deducted from each of the applicable participant's accounts.

Administrative Expenses
Certain administrative fees, such as accounting, legal, and consulting fees are paid by the Plan Sponsor.

Payment of Benefits
On termination of service due to a participant's death, disability, retirement, attainment of age 70-1/2 (applicable only to participants who own 5 percent or more of Genentech's Common Stock), or termination of service for other reasons, or authorized exercise of a participant's withdrawal rights under the Plan, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Upon termination, a participant must consent to a distribution if his or her account balance under the Plan exceeds $1,000. Distributions are made upon receipt of the participant's or beneficiary's election directing the method of distribution.

Anytime prior to termination of employment with the Company, the Committee may grant a participant's request for a withdrawal from the participant's account if the Committee makes a determination that such withdrawal is necessary in light of the immediate and significant financial needs of the participant and is in accordance with the requirements of the Code and regulations promulgated there under. In addition, a Plan participant may withdraw up to the entire balance of his or her Plan account if over age 59-1/2.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

Basis of Accounting
The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP) and are presented in accordance with the financial reporting requirements of ERISA.

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements
In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard No. 157, "Fair Value Measurements" (FAS 157). FAS 157 establishes a framework for measuring fair value in GAAP and clarifies the definition of fair value within that framework. FAS 157 does not require assets and liabilities that were previously recorded at cost to be recorded at fair value. FAS 157 is effective for fiscal years beginning after November 15, 2007, and is effective for the Plan beginning January 1, 2008. We do not expect the adoption of FAS 157 to have a material effect on the Plan.

Investment Valuation and Income Recognition
The Plan investments are stated at quoted market prices on the last business day of the year to value mutual funds. Shares of mutual funds are valued at the net asset values of shares held by the Plan at year-end. Participant loans are valued at their outstanding balance, which approximates fair value. Common stock is valued at the quoted market price on the last day of the plan year. All purchase and sales of securities are recorded on a trade-date basis. Gains and losses on the disposal of investments are determined based on the average cost of all securities. Dividend income is recorded based on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

As described in Financial Accounting Standards Board Staff Position (FSP) AAG INV-1 and SOP 94-4-1, "Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans" (the FSP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust (Fidelity Managed Income Portfolio II (MIP Fund)). As required by the FSP, the statements of net assets available for benefits present the fair value of the MIP Fund and the adjustment from fair value to contract value. The fair value of the Plan's interest in the MIP Fund is based on information reported by the issuer of the common collective trust at year-end. The contract value of the MIP Fund represents contributions plus earnings, less participant withdrawals and administrative expenses.

In accordance with the FSP, the Plan reflected the MIP fund at fair value and recognized an adjustment from fair value to contract value for the fully benefit-responsive investment contract of $723,549 and $910,831 as of December 31, 2007 and 2006, respectively, in the accompanying Statements of Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

The Plan provides for various investment options in common stock, mutual funds and common collective trust funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

(3) INVESTMENTS

The following presents the fair value of investments that represent five percent or more of the Plan's net assets.

	December 31,	
	2007	2006
Fidelity Growth Company Fund	$ 132,701,716	$ 99,927,141
Fidelity Diversified International Fund	123,171,342	81,052,622
Neuberger & Berman Genesis Institutional Fund	114,684,397	81,122,241
Spartan 500 Index Advantage	114,270,245	–
Fidelity Balanced Fund	99,173,484	79,047,698
Fidelity Managed Income Portfolio II	95,434,286	75,965,317
Genentech Common Stock	73,818,136	96,072,809
Fidelity Magellan Fund	60,953,468	57,233,624
PIMCO Total Return Fund	59,864,775	*
Fidelity U.S. Equity Index Pool	*	100,506,389

* Amount represents less than 5% of net assets at year end.

During 2007 and 2006, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value by $1,459,197 and $14,444,208, respectively.

	Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments	
	2007	2006
Common stock	$ (15,577,727)	$ (11,832,513)
Mutual funds	11,382,729	13,165,402
Common collective trust	5,654,195	13,111,319
	$ 1,459,197	$ 14,444,208

(4) PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by the Plan Trustee and, therefore, these transactions qualify as party-in-interest transactions. Certain investment management fees, such as recordkeeping fees and trust/custody fees, paid to the Plan Trustee are deducted from investment returns and reduce the net asset values of the investments. Fees paid by plan participants for loan setup and loan maintenance, short term trading and overnight billing services amounted to $95,490 and $41,333 for the years ended December 31, 2007 and 2006, respectively. The fees for the year ended December 31, 2007 also included fees paid by the Plan for investment advisory services.

Transactions in shares of Genentech Common Stock qualify as party-in-interest transactions under the provisions of ERISA. During 2007 and 2006, the Plan made purchases of $7,275,082 and $22,183,035, respectively, and sales of $12,312,762 and $6,935,965, respectively, of Genentech Common Stock on behalf of its participants. In addition, the Plan made in-kind transfers of Genentech Common Stock to participants of $1,435,723 during 2007 and $900,565 during 2006.

(5) PLAN TERMINATION

Although it has not expressed any intent to do so, the Company's Board of Directors has the right under the Plan to discontinue its contributions at any time and to alter, amend or terminate the Plan, or any part of the Plan, subject to the provision of ERISA. In the event of Plan termination, participants would remain 100 percent vested in their employer contributions. The balances credited to their accounts would remain with the Plan Trustee until the balances become distributable in accordance with the Plan.

(6) TAX STATUS

The Plan received a determination letter from the Internal Revenue Service dated March 18, 2003, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Services, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

(7) RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the Statements of Net Assets Available for Benefits per the financial statements at December 31, 2007 and 2006 to the Form 5500:

Statement of Net Assets Available for Benefits	2007	2006
Net assets available for benefits per the financial statements	$ 1,179,367,719	$ 942,585,416
Adjustment from contract value to fair value (for interest in a collective common collective trust related to fully benefit-responsive investment contracts)	(723,549)	(910,831)
Net assets available for benefits per the Form 5500	$ 1,178,644,170	$ 941,674,585

The following is a reconciliation of the Statements of Changes in Net Assets Available for Benefits per the financial statements for the years ended December 31, 2007 and 2006 to the Form 5500:

	2007	2006
Total investment income per the financial statements	$ 80,826,248	$ 63,686,274
Less: Current year adjustment from contract value to fair value (for interest in a collective common collective trust related to fully benefit-responsive investment contracts)	(723,549)	(910,831)
Add: Prior year adjustment from contract value to fair value (for interest in a collective common collective trust related to fully benefit-responsive investment contracts)	910,831	–
Total income per the Form 5500	$ 81,013,530	$ 62,775,443

Genentech, Inc. Tax Reduction Investment Plan

EIN: 94-2347624, Plan #001

Schedule H, Line 4i — Schedule of Assets (Held At End of Year)

December 31, 2007

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value(1)		(e) Current Value
	Mutual Funds:			
*	Fidelity Magellan Fund	649,339	shares	$ 60,953,468
*	Fidelity Growth Company Fund	1,599,201	shares	132,701,716
*	Fidelity Balanced Fund	5,057,291	shares	99,173,484
*	Fidelity Diversified International Fund	3,087,001	shares	123,171,342
*	Fidelity Freedom Income Fund	253,291	shares	2,900,183
*	Fidelity Freedom 2000 Fund	73,000	shares	903,011
*	Fidelity Freedom 2010 Fund	605,952	shares	8,980,212
*	Fidelity Freedom 2020 Fund	1,639,965	shares	25,927,839
*	Fidelity Freedom 2030 Fund	1,551,704	shares	25,634,142
*	Fidelity Freedom 2040 Fund	2,032,738	shares	19,778,538
*	Fidelity Small Cap Stock Fund	2,020,654	shares	35,219,999
	PIMCO Total Return Fund	5,600,072	shares	59,864,775
	Clipper Fund	641,613	shares	51,970,679
	Neuberger & Berman Genesis Institutional Fund	2,431,299	shares	114,684,397
	Domini Social Equity Fund	674,438	shares	7,351,379
	GMO U.S. Core Equity Fund	1,757,847	shares	23,326,624
	Laudus Rosenberg International Small Capitalization Fund	2,343,142	shares	41,637,629
	Spartan 500 Index Advantage	1,127,815	shares	114,270,245
	Common Collective Trusts:			
*	Fidelity Managed Income Portfolio II	96,157,835	units	95,434,286
	Money Market Funds:			
*	Fidelity Institutional Cash Portfolio	649,456	shares	649,456
*	Genentech Common Stock	1,101,417	shares	73,818,136
*	Assets in Brokerage Link Accounts(4)	(2)		17,267,098
*	Participant Loans	(3)		12,243,557
	Total Investments			$ 1,147,862,195

(1) Cost information is not provided as all investments are participant directed.
(2) Various investments, including common stocks, mutual funds and money market funds.
(3) Maturing at various dates through 2022 at interest rates ranging from 6.0% to 11.5%.
(4) Certain investments in the Brokerage Link Accounts are issued by a party-in-interest to the Plan.

* Indicates party-in-interest to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Genentech, Inc. Tax Reduction Investment Plan
by Genentech, Inc., Plan Administrator

Date: June 23, 2008	/s/ DAVID A. EBERSMAN David A. Ebersman Executive Vice President and Chief Financial Officer and Plan Administrative Committee Member for Genentech, Inc. Tax Reduction Investment Plan
Date: June 23, 2008	/s/ ROBERT E. ANDREATTA Robert E. Andreatta Controller and Chief Accounting Officer and Plan Administrative Committee Member for Genentech, Inc. Tax Reduction Investment Plan

Genentech, Inc. Tax Reduction Investment Plan

Index of Exhibit Filed with Form 11-K
For the Year Ended December 31, 2007

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm, filed with this document