

OMB APPROVAL	
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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) (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) <u>01/08/2019</u>	
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	01/08/2019		M		3,000	A	\$31.12	20,763 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	01/08/2019		S		800	D	\$66.025 <sup>(3)(4)</sup>	19,963 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	01/08/2019		S		1,000	D	\$66.819 <sup>(3)(5)</sup>	18,963 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	01/08/2019		S		1,200	D	\$67.9517 <sup>(3)(6)</sup>	17,763 <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		Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) Holding	\$31.12	01/08/2019		M		3,000	(7)	02/13/2025	Common Stock	3,000	\$0.00	30,772	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 \$65.49 to \$66.36.
- Represents weighted average sale price. Actual sale prices ranged from \$66.54 to \$67.42.
- Represents weighted average sale price. Actual sale prices ranged from \$67.60 to \$68.32.
- The option became 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.

**Remarks:**

/s/ Jason W. Radford, 01/09/2019  
Attorney-in-fact

\*\* Signature of Reporting Person Date

\* 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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