

<b>OMB APPROVAL</b>	
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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)	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>05/08/2019</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	05/08/2019		M		3,000	A	\$31.12	26,164 <sup>(1)</sup>	D	
Common Stock	05/08/2019		M		1,500	A	\$31.12	27,664 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	05/08/2019		S		600	D	\$57.0817 <sup>(3)(4)</sup>	27,064 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	05/08/2019		S		1,258	D	\$57.8881 <sup>(3)(5)</sup>	25,806 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	05/08/2019		S		1,142	D	\$58.9126 <sup>(3)(6)</sup>	24,664 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		358	D	\$57.1451 <sup>(3)(8)</sup>	24,306 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		542	D	\$57.7309 <sup>(3)(9)</sup>	23,764 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		600	D	\$58.8583 <sup>(3)(10)</sup>	23,164 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		700	D	\$57.1486 <sup>(3)(11)</sup>	22,464 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		1,044	D	\$57.8249 <sup>(3)(12)</sup>	21,420 <sup>(1)</sup>	D	
Common Stock <sup>(7)</sup>	05/08/2019		S		1,000	D	\$58.943 <sup>(3)(13)</sup>	20,420 <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) Holding	\$31.12	05/08/2019		M			3,000	(14)	02/13/2025	Common Stock	3,000	\$0.00	16,897	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	05/08/2019		M			1,500	(14)	02/13/2025	Common Stock	1,500	\$0.00	15,397	D	

**Explanation of Responses:**

- Includes an aggregate of 11,281 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 \$56.57 to \$57.53.
- Represents weighted average sale price. Actual sale prices ranged from \$57.65 to \$58.60.
- Represents weighted average sale price. Actual sale prices ranged from \$58.65 to \$59.44.
- These sales of common stock were effected pursuant to Rule 10b5-1 sales plan adopted by the reporting person on March 11, 2019.
- Represents weighted average sale price. Actual sale prices ranged from \$56.55 to \$57.53.
- Represents weighted average sale price. Actual sale prices ranged from \$57.58 to \$57.98.
- Represents weighted average sale price. Actual sale prices ranged from \$58.61 to \$59.20.
- Represents weighted average sale price. Actual sale prices ranged from \$56.57 to \$57.54.
- Represents weighted average sale price. Actual sale prices ranged from \$57.60 to \$58.26.
- Represents weighted average sale price. Actual sale prices ranged from \$58.60 to \$59.44.
- 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,                      05/10/2019  
Attorney-in-fact

\*\* 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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