

GENOMIC HEALTH INC
 Form 144
 March 07, 2011

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

FORM 144

OMB APPROVAL
 OMB
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NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY
 DOCUMENT
 SEQUENCE NO.

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.	CUSIP NUMBER	WORK LOCATION
Genomic Health, Inc. ("Issuer")	77-0552594	000-51541		

1 (d) ADDRESS OF ISSUER	STREET	CITY	(e) TELEPHONE NO.
STATE	ZIP CODE		
301 Penobscot Drive		Redwood	AREA CODE NUMBER (650) 556-9300
City	CA 94063		

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS	STREET	CITY	STATE	ZIP
TPG Biotechnology Partners, L.P. ("Seller")	Stockholder	301 Commerce Street, Suite 3300		Fort Worth		
		TX	76102			

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the				Aggregate		Approximate	

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Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See instr. 3(c))	Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Date of Sale (See instr. 3(f)) (MO. DAY YR.)	Name of Each Securities Exchange (See instr. 3(g))
Common Stock, \$0.0001 par value	Merrill Lynch Pierce Fenner Smith Inc. 125 High Street, 19th Floor Boston, MA 02110		350,000 (1)	\$8,956,500 (3/4/2011)	28,857,463 (10/29/2010)	March 7, 2011	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

TABLE I – SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	October 4, 2005	The shares reported herein were acquired upon (i) the conversion of shares of Issuer's Series D and E preferred stock previously acquired for cash and (ii) the distribution on a pro rata basis to the Issuer's stockholders of Issuer's Common Stock in satisfaction of a conditional dividend at the closing of Issuer's initial public offering.	Issuer	1,337,192	October 4, 2005	Conversion of preferred stock and satisfaction of a conditional dividend.

INSTRUCTIONS: . If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
N/A	N/A	N/A	N/A	N/A

REMARKS:

(1) Sales by Seller should be aggregated with the sales of TPG Biotechnology Partners, L.P. (together with Seller, the "TPG Funds"), which is under common control. The TPG Funds are filing separate Forms 144 for aggregate sales of up to 500,000 shares of the Issuer's Common Stock.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whom the securities are to be sold represents by signing this notice that he or she has not been publicly advised by a broker-dealer regarding the current status of the securities and that he or she has not been publicly advised by a broker-dealer regarding the date of the securities' maturity. The person for whom the securities are to be sold represents as of the date of this notice that he or she is not a restricted person.

March 7, 2011
DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).