

GENENTECH INC  
Form 4  
March 06, 2006

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
SCHELLER RICHARD H

(Last) (First) (Middle)

1 DNA WAY

(Street)

SO SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENENTECH INC [DNA]

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/02/2006		M		7,292	A	D
Common Stock	03/02/2006		S		7,292	D	D
Common Stock	03/02/2006		M		100	A	D
Common Stock	03/02/2006		S		100	D	D
Common Stock	03/02/2006		M		967	A	D

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Common Stock	03/02/2006	S	967	D	\$ 83.73	0	D
Common Stock	03/02/2006	M	100	A	\$ 42.05	100	D
Common Stock	03/02/2006	S	100	D	\$ 83.74	0	D
Common Stock	03/02/2006	M	500	A	\$ 42.05	500	D
Common Stock	03/02/2006	S	500	D	\$ 83.77	0	D
Common Stock	03/02/2006	M	500	A	\$ 42.05	500	D
Common Stock	03/02/2006	S	500	D	\$ 83.82	0	D
Common Stock	03/02/2006	M	1,200	A	\$ 42.05	1,200	D
Common Stock	03/02/2006	S	1,200	D	\$ 83.83	0	D
Common Stock	03/02/2006	M	300	A	\$ 42.05	300	D
Common Stock	03/02/2006	S	300	D	\$ 83.84	0	D
Common Stock	03/02/2006	M	100	A	\$ 42.05	100	D
Common Stock	03/02/2006	S	100	D	\$ 83.85	0	D
Common Stock	03/02/2006	M	700	A	\$ 42.05	700	D
Common Stock	03/02/2006	S	700	D	\$ 83.88	0	D
Common Stock	03/02/2006	M	741	A	\$ 42.05	741	D
Common Stock	03/02/2006	S	741	D	\$ 83.9	0	D
Common Stock	03/02/2006	M	3,833	A	\$ 53.23	3,833	D
Common Stock	03/02/2006	S	3,833	D	\$ 83.73	0	D
Common Stock	03/02/2006	M	4,500	A	\$ 53.23	4,500	D
	03/02/2006	S	4,500	D		0	D

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Common Stock \$ 83.82

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	03/02/2006		M	7,292	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	100	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	967	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	100	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	500	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	500	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006		M	1,200	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
	\$ 42.05	03/02/2006		M	300	09/11/2003 <sup>(1)</sup> 09/11/2013	

Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006	M	100	09/11/2003 <sup>(1)</sup>	09/11/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006	M	700	09/11/2003 <sup>(1)</sup>	09/11/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	03/02/2006	M	741	09/11/2003 <sup>(1)</sup>	09/11/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	03/02/2006	M	3,833	09/23/2004 <sup>(1)</sup>	09/23/2014		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	03/02/2006	M	4,500	09/23/2004 <sup>(1)</sup>	09/23/2014		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHELLER RICHARD H 1 DNA WAY SO SAN FRANCISCO, CA 94080			EXECUTIVE VICE PRESIDENT	

## Signatures

Richard H.  
Scheller 03/03/2006

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares vesting in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

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