

JUELSGAARD STEPHEN G

Form 4

March 30, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JUELSGAARD STEPHEN G

(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)  
03/26/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, CCO &amp; SECRETARY

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/26/2009                              |                                                             | D                                    | 5,766 D                                                                    | \$ 95<br>(1) 0                                                                                                     | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date Exercisable                                               | Expiration<br>Date                                 | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 42.05                                                           | 03/26/2009                              |                                                             | D                                    | 200,000<br>(2)                                                                                            | 09/11/2003 <sup>(3)</sup>                                      | 09/11/2013                                         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 53.23                                                           | 03/26/2009                              |                                                             | D                                    | 200,000<br>(2)                                                                                            | 09/23/2004 <sup>(3)</sup>                                      | 09/23/2014                                         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 79.17                                                           | 03/26/2009                              |                                                             | D                                    | 135,000<br>(2)                                                                                            | 09/20/2007 <sup>(3)</sup>                                      | 09/20/2016                                         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 79.55                                                           | 03/26/2009                              |                                                             | D                                    | 125,000<br>(2)                                                                                            | 09/20/2008 <sup>(3)</sup>                                      | 09/20/2017                                         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 85.83                                                           | 03/26/2009                              |                                                             | D                                    | 165,000<br>(2)                                                                                            | 09/23/2005 <sup>(3)</sup>                                      | 09/23/2015                                         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                      |       |
|-----------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                 | Director      | 10% Owner | Officer              | Other |
| JUELSGAARD STEPHEN G<br>1 DNA WAY<br>SO SAN FRANCISCO, CA 94080 |               |           | EVP, CCO & SECRETARY |       |

## Signatures

By: ADAM B. LAUTNER For: STEPHEN G. JUELSGAARD 03/30/2009

\_\_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).
- (1) Disposed of pursuant to the Agreement and Plan of Merger between the issuer, Roche Holdings Inc. and Roche Investments USA dated March 12, 2009.
- (2) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.
- (3)

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At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.

- (4) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.

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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