

GENENTECH INC
Form 4
July 18, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK IAN T

(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)
07/16/2008

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-COMMERCIAL

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 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	(D)	Price

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Acquired or Disposed of Shares
			Code	V					
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		2,600	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		2,700	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		2,700	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		7,700	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		1,600	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		1,509	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		200	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		3,028	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		2,380	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		2,700	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 53.23	07/16/2008	M		1,400	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	1
Non-Qualified Stock Option	\$ 53.23	07/16/2008	M		600	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	

(right to buy)

Non-Qualified

Stock Option \$ 53.23 07/16/2008

M

1,600 09/23/2004⁽¹⁾ 09/23/2014Common
Stock

(right to buy)

Non-Qualified

Stock Option \$ 53.23 07/16/2008

M

100 09/23/2004⁽¹⁾ 09/23/2014Common
Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARK IAN T

1 DNA WAY

SO SAN FRANCISCO, CA 94080

EVP-COMMERCIAL

Signatures

By: CAROLINE WU For: IAN T

CLARK

07/18/2008

__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

(1) vesting in equal monthly increments over the following three years. The option may be immediately exercisable with the consent of Genentech.

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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