

GENENTECH INC

Form 4

January 17, 2007

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVINSON ARTHUR D

(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)
01/12/2007

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)

CHAIRMAN & CEO

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 (D)	Price
Common Stock	01/12/2007		M		1,844	A	\$ 12.13
Common Stock	01/12/2007		S		1,844	D	\$ 86.5
Common Stock	01/12/2007		M		3,300	A	\$ 12.13
Common Stock	01/12/2007		S		3,300	D	\$ 86.49
Common Stock	01/12/2007		M		4,900	A	\$ 12.13

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Common Stock	01/12/2007	S	4,900	D	\$ 86.48	8,612	D
Common Stock	01/12/2007	M	100	A	\$ 12.13	8,712	D
Common Stock	01/12/2007	S	100	D	\$ 86.46	8,612	D
Common Stock	01/12/2007	M	3,100	A	\$ 12.13	11,712	D
Common Stock	01/12/2007	S	3,100	D	\$ 86.45	8,612	D
Common Stock	01/12/2007	M	4,500	A	\$ 12.13	13,112	D
Common Stock	01/12/2007	S	4,500	D	\$ 86.44	8,612	D
Common Stock	01/12/2007	M	3,600	A	\$ 12.13	12,212	D
Common Stock	01/12/2007	S	3,600	D	\$ 86.43	8,612	D
Common Stock	01/12/2007	M	100	A	\$ 12.13	8,712	D
Common Stock	01/12/2007	S	100	D	\$ 86.42	8,612	D
Common Stock	01/12/2007	M	100	A	\$ 12.13	8,712	D
Common Stock	01/12/2007	S	100	D	\$ 86.41	8,612	D
Common Stock	01/12/2007	M	200	A	\$ 12.13	8,812	D
Common Stock	01/12/2007	S	200	D	\$ 86.4	8,612	D
Common Stock	01/12/2007	M	50	A	\$ 12.13	8,662	D
Common Stock	01/12/2007	S	50	D	\$ 86.38	8,612	D
Common Stock	01/12/2007	M	600	A	\$ 12.13	9,212	D
Common Stock	01/12/2007	S	600	D	\$ 86.37	8,612	D
Common Stock	01/12/2007	M	800	A	\$ 12.13	9,412	D
	01/12/2007	S	800	D		8,612	D

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Common Stock					\$ 86.36		
Common Stock	01/12/2007	M	2,400	A	\$ 12.13	11,012	D
Common Stock	01/12/2007	S	2,400	D	\$ 86.35	8,612	D

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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		300		<u>(1)</u>	07/16/2009	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		1,899		<u>(1)</u>	07/16/2009	Common Stock	1,899
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		190		<u>(1)</u>	07/16/2009	Common Stock	190
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		300		<u>(1)</u>	07/16/2009	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		680		<u>(1)</u>	07/16/2009	Common Stock	680
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M		90		<u>(1)</u>	07/16/2009	Common Stock	90
	\$ 12.13	01/12/2007		M		10		<u>(1)</u>	07/16/2009		10

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Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	200	<u>(1)</u>	07/16/2009	Common Stock		20
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	90	<u>(1)</u>	07/16/2009	Common Stock		90
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	180	<u>(1)</u>	07/16/2009	Common Stock		180
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	110	<u>(1)</u>	07/16/2009	Common Stock		110
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	390	<u>(1)</u>	07/16/2009	Common Stock		390
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	100	<u>(1)</u>	07/16/2009	Common Stock		100
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	600	<u>(1)</u>	07/16/2009	Common Stock		600
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	1,020	<u>(1)</u>	07/16/2009	Common Stock		1,020
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	700	<u>(1)</u>	07/16/2009	Common Stock		700
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	580	<u>(1)</u>	07/16/2009	Common Stock		580
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	3,890	<u>(1)</u>	07/16/2009	Common Stock		3,890
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	710	<u>(1)</u>	07/16/2009	Common Stock		710
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	940	<u>(1)</u>	07/16/2009	Common Stock		940
Non-Qualified Stock Option	\$ 12.13	01/12/2007	M	1,330	<u>(1)</u>	07/16/2009	Common Stock		1,330

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,260	<u>(1)</u>	07/16/2009	Common Stock	2,2
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,570	<u>(1)</u>	07/16/2009	Common Stock	2,5
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,950	<u>(1)</u>	07/16/2009	Common Stock	2,9
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	990	<u>(1)</u>	07/16/2009	Common Stock	99
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	200	<u>(1)</u>	07/16/2009	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,930	<u>(1)</u>	07/16/2009	Common Stock	2,9
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	12,230	<u>(1)</u>	07/16/2009	Common Stock	12,2
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	1,180	<u>(1)</u>	07/16/2009	Common Stock	1,1
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	1,760	<u>(1)</u>	07/16/2009	Common Stock	1,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINSON ARTHUR D 1 DNA WAY SO SAN FRANCISCO, CA 94080	X		CHAIRMAN & CEO	

Signatures

Arthur D. Levinson,
Ph.D. 01/16/2007

 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) This stock option vests over three years in equal monthly increments beginning one month from grant date. This 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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