

GENENTECH INC
Form 4
January 17, 2007

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 *
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 or Price		
Common Stock	01/12/2007		M		1,844 A \$ 12.13	10,456	D
Common Stock	01/12/2007		S		1,844 D \$ 86.5	8,612	D
Common Stock	01/12/2007		M		3,300 A \$ 12.13	11,912	D
Common Stock	01/12/2007		S		3,300 D \$ 86.49	8,612	D
Common Stock	01/12/2007		M		4,900 A \$ 12.13	13,512	D

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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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(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 of 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	(1) 07/16/2009	Common Stock	300	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M	1,899	(1) 07/16/2009	Common Stock	1,899	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M	190	(1) 07/16/2009	Common Stock	190	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M	300	(1) 07/16/2009	Common Stock	300	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M	680	(1) 07/16/2009	Common Stock	680	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007		M	90	(1) 07/16/2009	Common Stock	90	
	\$ 12.13	01/12/2007		M	10	(1) 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	(1)	07/16/2009	Common Stock	2,260	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,570	(1)	07/16/2009	Common Stock	2,570	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,950	(1)	07/16/2009	Common Stock	2,950	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	990	(1)	07/16/2009	Common Stock	990	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	200	(1)	07/16/2009	Common Stock	200	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	2,930	(1)	07/16/2009	Common Stock	2,930	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	12,230	(1)	07/16/2009	Common Stock	12,230	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	1,180	(1)	07/16/2009	Common Stock	1,180	
Non-Qualified Stock Option (right to buy)	\$ 12.13	01/12/2007	M	1,760	(1)	07/16/2009	Common Stock	1,760	

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.

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