

Andreatta Robert E
Form 4
March 31, 2009

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 *
Andreatta Robert E

(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
 Officer (give title below) _____ Other (specify below)

CONTROLLER & CAO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/26/2009 | | D | | 834 | D | \$ 95 (1) |
| Common Stock | 03/26/2009 | | D | | 1,263 | D | \$ 95 (1) |

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 37.16 | 03/26/2009 | | D | 6,500 (3) | 06/20/2003 ⁽⁴⁾ 06/20/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 42.05 | 03/26/2009 | | D | 4,500 (3) | 09/11/2003 ⁽⁴⁾ 09/11/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 53.23 | 03/26/2009 | | D | 15,700 (3) | 09/23/2004 ⁽⁴⁾ 09/23/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 79.1 | 03/26/2009 | | D | 20,000 (3) | 06/16/2006 ⁽⁴⁾ 06/16/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 79.17 | 03/26/2009 | | D | 14,000 (3) | 09/20/2007 ⁽⁴⁾ 09/20/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 79.55 | 03/26/2009 | | D | 29,000 (3) | 09/20/2008 ⁽⁴⁾ 09/20/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 85.83 | 03/26/2009 | | D | 30,000 (3) | 09/23/2005 ⁽⁴⁾ 09/23/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andreatta Robert E 1 DNA WAY SO SAN FRANCISCO, CA 94080 | | | CONTROLLER & CAO | |

Signatures

By: ADAM B. LAUTNER For: ROBERT E.
ANDREATTA

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) Shares are held in reporting person's revocable family trust.
- (3) 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.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.