

LEVINSON ARTHUR D
Form 4
November 23, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
GENENTECH INC [DNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 DNA WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

SO SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/21/2005		M		15,000 A \$ 12.13	23,093	D
Common Stock	11/21/2005		S		15,000 D \$ 98.5	8,093	D
Common Stock	11/21/2005		M		9,300 A \$ 12.13	17,393	D
Common Stock	11/21/2005		S		9,300 D \$ 98.62	8,093	D
Common Stock	11/21/2005		M		500 A \$ 12.13	8,593	D

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Common Stock	11/21/2005	S	500	D	\$ 98.65	8,093	D
Common Stock	11/21/2005	M	100	A	\$ 12.13	8,193	D
Common Stock	11/21/2005	S	100	D	\$ 98.69	8,093	D
Common Stock	11/21/2005	M	100	A	\$ 12.13	8,193	D
Common Stock	11/21/2005	S	100	D	\$ 98.7	8,093	D

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/21/2005		M	15,000	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/21/2005		M	9,300	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/21/2005		M	500	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/21/2005		M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/21/2005		M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock

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

11/21/2005

 **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. 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.