

GENENTECH INC  
Form 4  
July 18, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

**EVP-COMMERCIAL**

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)	
				(A) or (D)	Price			
Common Stock	03/03/2008		G	V	200	D	\$ 0 644	D
Common Stock	07/16/2008		M		1,000	A	\$ 42.05 1,668	D
Common Stock	07/16/2008		S		1,000	D	\$ 79.43 668 <sup>(1)</sup>	D
Common Stock	07/16/2008		M		100	A	\$ 42.05 768	D
Common Stock	07/16/2008		S		100	D	\$ 79.78 668	D

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Common Stock	07/16/2008	M	1,100	A	\$ 42.05	1,768	D
Common Stock	07/16/2008	S	1,100	D	\$ 79.44	668	D
Common Stock	07/16/2008	M	2,200	A	\$ 42.05	2,868	D
Common Stock	07/16/2008	S	2,200	D	\$ 79.45	668	D
Common Stock	07/16/2008	M	100	A	\$ 42.05	768	D
Common Stock	07/16/2008	S	100	D	\$ 79.48	668	D
Common Stock	07/16/2008	M	2,100	A	\$ 42.05	2,768	D
Common Stock	07/16/2008	S	2,100	D	\$ 79.49	668	D
Common Stock	07/16/2008	M	4,800	A	\$ 42.05	5,468	D
Common Stock	07/16/2008	S	4,800	D	\$ 79.5	668	D
Common Stock	07/16/2008	M	400	A	\$ 42.05	1,068	D
Common Stock	07/16/2008	S	400	D	\$ 79.51	668	D
Common Stock	07/16/2008	M	700	A	\$ 42.05	1,368	D
Common Stock	07/16/2008	S	700	D	\$ 79.52	668	D
Common Stock	07/16/2008	M	200	A	\$ 42.05	868	D
Common Stock	07/16/2008	S	200	D	\$ 79.56	668	D
Common Stock	07/16/2008	M	1,900	A	\$ 42.05	2,568	D
Common Stock	07/16/2008	S	1,900	D	\$ 79.57	668	D
Common Stock	07/16/2008	M	619	A	\$ 42.05	1,287	D
Common Stock	07/16/2008	S	619	D	\$ 79.59	668	D
	07/16/2008	M	300	A		968	D

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Common Stock						\$ 42.05		
Common Stock	07/16/2008		S	300	D	\$ 79.6	668	D
Common Stock	07/16/2008		M	1,400	A	\$ 42.05	2,068	D
Common Stock	07/16/2008		S	1,400	D	\$ 79.61	668	D
Common Stock	07/16/2008		M	1,205	A	\$ 42.05	1,873	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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).
- (1) Includes 24 shares acquired under the Genentech, Inc. 1991 Employee Stock Plan on May 1, 2008.

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.