

GENENTECH INC  
Form 4  
April 19, 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 \*  
**POTTER MYRTLE S**

(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)  
**04/15/2005**

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)  
**PRESIDENT,**

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	03/04/2005		G	V	1,552	D	\$ 0 1,254
Common Stock	04/15/2005		M		20,374	A	\$ 32.84 21,628
Common Stock	04/15/2005		S		20,374	D	\$ 69.74 1,254
Common Stock	04/15/2005		M		29,554	A	\$ 20.9 30,808
Common Stock	04/15/2005		S		29,554	D	\$ 69.74 1,254

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Common Stock	04/15/2005	M	14,937	A	\$ 23.75	16,191	D	
Common Stock	04/15/2005	S	14,937	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	62,500	A	\$ 14.28	63,754	D	
Common Stock	04/15/2005	S	62,500	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	45,000	A	\$ 42.05	46,254	D	
Common Stock	04/15/2005	S	45,000	D	\$ 69.74	1,254	D	
Common Stock						1,833	I	by Managed Account

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/15/2005		M	62,500	09/12/2002 <sup>(1)</sup>	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.9	04/15/2005		M	29,554	09/26/2001 <sup>(1)</sup>	09/26/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.75	04/15/2005		M	14,937	10/23/2001 <sup>(1)</sup>	10/23/2011	Common Stock
	\$ 32.84	04/15/2005		M	20,374	05/15/2000 <sup>(2)</sup>	05/15/2010	

Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	04/15/2005		M	45,000	09/11/2003 <sup>(1)</sup>	09/11/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTER MYRTLE S 1 DNA WAY SO SAN FRANCISCO, CA 94080			PRESIDENT,	

## Signatures

By: Karen L. Strand, Attorney-in-Fact For: Myrtle S. Potter 04/19/2005

\_\_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).

This stock option vests over four years, with the first 25% of the shares vesting one year from the grant date and 75% of the shares vesting in equal monthly increments over the following three years. This option may be immediately exercisable with the consent of Genentech.

(1) With regard to 2/3 of the original grant, 25% of the shares vest one year from the grant date and 75% of the shares vest in equal monthly increments over the following three years. With regard to 1/3 of the original grant, 25% of the shares vest two years from the grant date and 75% of the shares vest in equal monthly increments over the following three years. 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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