#### Edgar Filing: LEVINSON ARTHUR D - Form 4

| LEVINSON                 | ARTHUR D               |   |                          |  |  |                      |                         |  |  |
|--------------------------|------------------------|---|--------------------------|--|--|----------------------|-------------------------|--|--|
| Form 4                   |                        |   |                          |  |  |                      |                         |  |  |
| September 2              |                        |   |                          |  |  | <u></u>              |                         |  |  |
| FORM                     |                        | CTATES SE                                       | CUDITIES A               | AND EXCHANGE                           | COMMISSION                                       | OMB APPROVAL         |                         |  |  |
|                          | - UNITED               | STATES SE                                       | Washington,              |  |  | OMB<br>Number:       | 3235-0287               |  |  |
| Check thi                |                        |   | vi asini giong           | Expires:                               | January 31,                                      |                      |                         |  |  |
| if no long<br>subject to |                        | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |                          |  |  |                      |                         |  |  |
| Section 1                |                        |   | SECUR                    | RITIES                                 | Estimated a burden hou                           |                      |                         |  |  |
| Form 4 or                |                        |   |                          | response                               | •  |                      |                         |  |  |
| Form 5<br>obligation     | • • •                  |   |                          | e Securities Excha                     | •  |                      |                         |  |  |
| may cont                 |                        |   | •                        | ding Company Act                       |  | n                    |                         |  |  |
| See Instru               | uction                 | 30(h) of 1                                      | the Investment           | Company Act of 1                       | 940  |                      |                         |  |  |
| 1(b).                    |                        |   |                          |  |  |                      |                         |  |  |
| (Print or Type F         | Responses)             |   |                          |  |  |                      |                         |  |  |
|                          |                        |   |                          |  |  |                      |                         |  |  |
|                          | ddress of Reporting    | Person <sup>*</sup> 2                           | . Issuer Name <b>and</b> | I Ticker or Trading                    | 5. Relationship of Reporting Person(s) to        |                      |                         |  |  |
| LEVINSON ARTHUR D        |                        |   | mbol                     |  | Issuer   |                      |                         |  |  |
|                          |                        |   | ENENTECH II              | NC [DNA]                               | (Check all applicable)                           |                      |                         |  |  |
| (Last)                   | (First) (A             | ,   | Date of Earliest Tr      | ransaction                             |  |                      |                         |  |  |
|                          | <b>X</b> 7             |   | Ionth/Day/Year)          |  | X_ Director                                      |                      | 6 Owner                 |  |  |
| 1 DNA WAY                |                        |   | 9/23/2005                |  | XOfficer (give titleOther (specify below) below) |                      |                         |  |  |
|                          |                        |   |                          |  | CHAI   | IRMAN & CE           | 0                       |  |  |
| (Street)                 |                        |   | If Amendment, Da         | ate Original                           | 6. Individual or Joint/Group Filing(Check        |                      |                         |  |  |
|                          |                        | Fil   | led(Month/Day/Year       | r)                                     | Applicable Line)<br>_X_ Form filed by 0          | )no Donostino D      |                         |  |  |
| SO SAN FR                | ANCISCO, CA            | 0/080   |                          |  | Form filed by M                                  |                      |                         |  |  |
| SO SAN I'N               | ANCISCO, CA            | 94000   |                          |  | Person   |                      |                         |  |  |
| (City)                   | (State)                | (Zip)   | Table I - Non-I          | Derivative Securities A                | cquired, Disposed of                             | , or Beneficia       | lly Owned               |  |  |
| 1.Title of               | 2. Transaction Date    | ion Date 2A. Deemed                             |                          | 4. Securities                          | 5. Amount of 6                                   | Ownership 7.         | 7. Nature of            |  |  |
| -                        | (Month/Day/Year)       | Execution Dat                                   |                          | nAcquired (A) or                       |  | Form: Direct         | Indirect                |  |  |
| (Instr. 3)               |                        | any<br>(Month/Day/Y                             | Code<br>(ear) (Instr 8)  | Disposed of (D)<br>(Instr. 3, 4 and 5) | •  | D) or Indirect<br>I) | Beneficial<br>Ownership |  |  |
|                          |                        | (Wondi/Day/1                                    | (insu: 0)                | (msu: 5, 4 and 5)                      |  | Instr. 4)            | (Instr. 4)              |  |  |
|                          |                        |   |                          | (A)                                    | Reported   |                      |                         |  |  |
|                          |                        |   |                          | or                                     | Transaction(s)<br>(Instr. 3 and 4)               |                      |                         |  |  |
|                          |                        |   | Code V                   | Amount (D) Price                       | (Instr. 5 und 1)                                 |                      |                         |  |  |
| Reminder: Rep            | ort on a separate line | e for each class                                | of securities benef      | icially owned directly o               | or indirectly.                                   |                      |                         |  |  |
| 1                        | I                      |   |                          | •                                      | pond to the collec                               | tion of S            | SEC 1474                |  |  |
|                          |                        |   |                          |  | ained in this form                               |                      | (9-02)                  |  |  |
|                          |                        |   |                          |  | ond unless the form<br>ntly valid OMB con        |                      |                         |  |  |
|                          |                        |   |                          | number.                                |  |                      |                         |  |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and A  |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|-----------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying S    |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4 |

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| (Instr. 3)                                      | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A<br>Disposed of<br>(Instr. 3, 4,<br>5) | f (D) |                       |                    |                 |
|---|------------------------------------|------------|------------------|---------|----|---|-------|-----------------------|--------------------|-----------------|
|   |                                    |            |                  | Code    | V  | (A)   | (D)   | Date Exercisable      | Expiration<br>Date | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 85.83                           | 09/23/2005 |                  | A       |    | 705,000   |       | 09/23/2005 <u>(1)</u> | 09/23/2015         | Common<br>Stock |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                        | Relationships |           |                   |       |  |  |  |
|--|---------------|-----------|-------------------|-------|--|--|--|
| Televine of the same since and                               | Director      | 10% Owner | Officer           | Other |  |  |  |
| LEVINSON ARTHUR D<br>1 DNA WAY<br>SO SAN FRANCISCO, CA 94080 | Х             |           | CHAIRMAN<br>& CEO |       |  |  |  |

# Signatures

Arthur D. Levinson <u>\*\*Signature of</u> Reporting Person O9/27/2005 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(1) vesting 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. 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.