

GENENTECH INC

Form 4

April 17, 2006

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHELLER RICHARD H

(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)  
04/13/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	04/13/2006		M		700	A \$ 14.28	700	D	
Common Stock	04/13/2006		S		700	D \$ 81.25	0	D	
Common Stock	04/13/2006		M		200	A \$ 14.28	200	D	
Common Stock	04/13/2006		S		200	D \$ 81.26	0	D	
Common Stock	04/13/2006		M		2,800	A \$ 14.28	2,800	D	

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Common Stock	04/13/2006	S	2,800	D	\$ 81.28	0	D
Common Stock	04/13/2006	M	7,583	A	\$ 14.28	7,583	D
Common Stock	04/13/2006	S	7,583	D	\$ 81.29	0	D
Common Stock	04/13/2006	M	1,000	A	\$ 14.28	1,000	D
Common Stock	04/13/2006	S	1,000	D	\$ 81.3	0	D
Common Stock	04/13/2006	M	700	A	\$ 14.28	700	D
Common Stock	04/13/2006	S	700	D	\$ 81.31	0	D
Common Stock	04/13/2006	M	900	A	\$ 14.28	900	D
Common Stock	04/13/2006	S	900	D	\$ 81.32	0	D
Common Stock	04/13/2006	M	700	A	\$ 14.28	700	D
Common Stock	04/13/2006	S	700	D	\$ 81.33	0	D
Common Stock	04/13/2006	M	10,417	A	\$ 42.05	10,417	D
Common Stock	04/13/2006	S	10,417	D	\$ 81.29	0	D
Common Stock	04/13/2006	M	67	A	\$ 53.23	67	D
Common Stock	04/13/2006	S	67	D	\$ 81.25	0	D
Common Stock	04/13/2006	M	4,100	A	\$ 53.23	4,100	D
Common Stock	04/13/2006	S	4,100	D	\$ 81.29	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

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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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	700	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	200	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	2,800	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	7,583	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	1,000	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	700	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	900	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	700	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	04/13/2006		M	10,417	09/11/2003 <sup>(1)</sup> 09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	04/13/2006		M	67	09/23/2004 <sup>(1)</sup> 09/23/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	04/13/2006		M	4,100	09/23/2004 <sup>(1)</sup> 09/23/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHELLER RICHARD H 1 DNA WAY SO SAN FRANCISCO, CA 94080			EXECUTIVE VICE PRESIDENT	

## Signatures

Richard H.  
Scheller 04/14/2006

\_\_\_\_\_  
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.

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.