GENENTECH INC

Form 4 April 17, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHELLER RICHARD H	2. Issuer Name and Ticker or Trading Symbol GENENTECH INC [DNA]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1 DNA WAY	(Month/Day/Year) 04/13/2006	Director 10% Owner _X_ Officer (give title Other (specify below) EXECUTIVE VICE PRESIDENT			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SO SAN FRANCISCO, CA 94080		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			
1 Title of 2 Transaction Date 2A Dee	med 3 4 Securities Acquired	5 Amount of 6 7 Natur			

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIISU: +)	
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.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Au 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(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	200	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	2,800	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	7,583	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	1,000	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	700	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	900	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/13/2006		M	700	09/12/2002(1)	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.05	04/13/2006		M	10,417	09/11/2003(1)	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	04/13/2006		M	67	09/23/2004(1)	09/23/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 53.23	04/13/2006		M	4,100	09/23/2004(1)	09/23/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHELLER RICHARD H EXECUTIVE

1 DNA WAY VICE

SO SAN FRANCISCO, CA 94080 PRESIDENT

Signatures

Richard H.

Scheller 04/14/2006

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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 Generatech

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