#### GARNICK ROBERT L

Form 4 May 02, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Addre<br>GARNICK RO |                      | g Person * | 2. Issuer Name and Ticker or Trading Symbol GENENTECH INC [DNA] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                             |  |  |
|---------------------------------|----------------------|------------|---|---|--|--|
| (Last)                          | (First)              | (Middle)   | 3. Date of Earliest Transaction                                 |   |  |  |
| 1 DNA WAY                       |                      |            | (Month/Day/Year)<br>04/28/2006                                  | Director 10% Owner _X_ Officer (give title Other (specify below)  SENIOR VICE PRESIDENT                 |  |  |
|                                 | (Street)             |            | 4. If Amendment, Date Original Filed(Month/Day/Year)            | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |
| SO SAN FRANCISCO, CA 94080      |                      |            |   | Form filed by More than One Reporting Person  |  |  |
| (City)                          | (City) (State) (Zip) |            | Table I - Non-Derivative Securities Acq                         | uired, Disposed of, or Beneficially Owner   |  |  |

| (City)                               | (State) (                               | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |        |           |  |  |   |  |
|--------------------------------------|---|--|--|--------|-----------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3.<br>Transactio<br>Code<br>(Instr. 8) | (A)    |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |  | Code V                                 | Amount | or<br>(D) | Price  | (Instr. 3 and 4)   |   |  |
| Common<br>Stock                      | 04/28/2006                              |  | M                                      | 18,750 | A         | \$<br>14.28  | 20,233   | D   |  |
| Common<br>Stock                      | 04/28/2006                              |  | S                                      | 18,750 | D         | \$<br>78.65  | 1,483  | D   |  |
| Common<br>Stock                      | 04/28/2006                              |  | M                                      | 13,750 | A         | \$<br>42.05  | 15,233   | D   |  |
| Common<br>Stock                      | 04/28/2006                              |  | S                                      | 13,750 | D         | \$<br>78.65  | 1,483  | D   |  |
| Common<br>Stock                      | 04/28/2006                              |  | M                                      | 11,000 | A         | \$<br>53.23  | 12,483   | D   |  |

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Common Stock 04/28/2006 S 11,000 D \$ 1,483 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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Ar Underlying Se (Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|---|--|--------------------|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable   | Expiration<br>Date | Title I  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 14.28  | 04/28/2006                           |   | M                                      | 18,750  | 09/12/2002(1)  | 09/12/2012         | Common<br>Stock                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 42.05  | 04/28/2006                           |   | M                                      | 13,750  | 09/11/2003(1)  | 09/11/2013         | Common<br>Stock                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 53.23  | 04/28/2006                           |   | M                                      | 11,000  | 09/23/2004(1)  | 09/23/2014         | Common<br>Stock                                |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GARNICK ROBERT L 1 DNA WAY SO SAN FRANCISCO, CA 94080

SENIOR VICE PRESIDENT

## **Signatures**

Robert L. 05/01/2006 Garnick

\*\*Signature of Date
Reporting Person

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# **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 Generatech

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.