Edgar Filing: GENENTECH INC - Form 4

CENENTECH INC

Form 4										
January 19, 2	_									PROVAL
FORM	14 UNITEI) STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check th if no long subject to Section 1 Form 4 o Form 5	ger STATE 6. r	box statement of changes in Beneficial ownership of								January 31, 2005 werage rs per 0.5
obligation may cont See Instru 1(b).	inue. Section 17	(a) of the	Public U		ling Con	npany	y Act of	1935 or Section	1	
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> CLARK IAN T			2. Issuer Name and Ticker or Trading Symbol GENENTECH INC [DNA]					5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 1 DNA WAY			3. Date of Earliest Transaction (Month/Day/Year) 01/16/2007					(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) EVP-COMMERCIAL OPERATIONS		
SO SAN FR	(Street)	94080		ndment, Da nth/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_Form filed by C Form filed by M	one Reporting Pe	rson
								Person		
(City)	(State)	(Zip)		e I - Non-D			_	uired, Disposed of		-
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	01/16/2007			Code V M	Amount 5,000	(D) A	Price \$ 18.15	(Instr. 3 and 4) 6,342	D	
Common Stock	01/16/2007			S	5,000	D	\$ 88	1,342	D	

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

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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. Transactio Code (Instr. 8)	5. Number on f 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 A Underlying S (Instr. 3 and 4	Seci
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	\$ 18.15	01/16/2007		М	5,000	01/13/2003(1)	01/13/2013	Common Stock	5

Reporting Owners

Reporting Owner Nam	e / Address	Relationships					
1 0 0 0 0 0 0	Director	10% Owner	Officer	Other			
CLARK IAN T 1 DNA WAY SO SAN FRANCISCO	9, CA 94080		EVP-COMMERCIAL OPERATIONS				
Signatures							
Ian T. Clark	01/17/2007						
** 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(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.