

LEVINSON ARTHUR D
Form 4
July 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVINSON ARTHUR D

(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)
07/18/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/18/2008		M	3,900	A \$ 12.13	13,168	D
Common Stock	07/18/2008		S	3,900	D \$ 80.49	9,268	D
Common Stock	07/18/2008		M	900	A \$ 12.13	10,168	D
Common Stock	07/18/2008		S	900	D \$ 80.45	9,268	D
Common Stock	07/18/2008		M	2,400	A \$ 12.13	11,668	D

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Common Stock	07/18/2008	S	2,400	D	\$ 80.44	9,268	D
Common Stock	07/18/2008	M	700	A	\$ 12.13	9,968	D
Common Stock	07/18/2008	S	700	D	\$ 80.62	9,268	D
Common Stock	07/18/2008	M	1,100	A	\$ 12.13	10,368	D
Common Stock	07/18/2008	S	1,100	D	\$ 80.5	9,268	D
Common Stock	07/18/2008	M	2,800	A	\$ 12.13	12,068	D
Common Stock	07/18/2008	S	2,800	D	\$ 81.09	9,268	D
Common Stock	07/18/2008	M	600	A	\$ 12.13	9,868	D
Common Stock	07/18/2008	S	600	D	\$ 81	9,268	D
Common Stock	07/18/2008	M	3,200	A	\$ 12.13	12,468	D
Common Stock	07/18/2008	S	3,200	D	\$ 80.6	9,268	D
Common Stock	07/18/2008	M	294	A	\$ 12.13	9,562	D
Common Stock	07/18/2008	S	294	D	\$ 81.02	9,268	D
Common Stock	07/18/2008	M	900	A	\$ 12.13	10,168	D
Common Stock	07/18/2008	S	900	D	\$ 81.03	9,268	D
Common Stock	07/18/2008	M	1,500	A	\$ 12.13	10,768	D
Common Stock	07/18/2008	S	1,500	D	\$ 81.04	9,268	D
Common Stock	07/18/2008	M	500	A	\$ 12.13	9,768	D
Common Stock	07/18/2008	S	500	D	\$ 81.04	9,268	D
Common Stock	07/18/2008	M	993	A	\$ 12.13	10,261	D
	07/18/2008	S	993	D		9,268	D

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Common Stock						\$ 81.05		
Common Stock	07/18/2008		M	2,100	A	\$ 12.13	11,368	D
Common Stock	07/18/2008		S	2,100	D	\$ 81.06	9,268	D
Common Stock	07/18/2008		M	5,362	A	\$ 12.13	14,630	D
Common Stock	07/18/2008		S	5,362	D	\$ 81.07	9,268	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 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008		M	3,200	07/16/1999 ⁽¹⁾ 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008		M	2,300	07/16/1999 ⁽¹⁾ 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008		M	3,800	07/16/1999 ⁽¹⁾ 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008		M	4,700	07/16/1999 ⁽¹⁾ 07/16/2009	Common Stock
Non-Qualified Stock Option	\$ 12.13	07/18/2008		M	2,900	07/16/1999 ⁽¹⁾ 07/16/2009	Common Stock

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(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	200	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	200	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	900	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	929	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	2,500	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,700	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,870	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	100	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,800	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	400	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	2,246	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	07/18/2008	M	1,200	07/16/1999 ⁽¹⁾	07/16/2009	Common Stock