

GENENTECH INC

Form 4

April 19, 2005

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POTTER MYRTLE S**

(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)

**04/15/2005**

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 \_\_\_\_ Other (specify  
below) below)

**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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/04/2005		G	V 1,552 D \$ 0	1,254	D	
Common Stock	04/15/2005		M	20,374 A \$ 32.84	21,628	D	
Common Stock	04/15/2005		S	20,374 D \$ 69.74	1,254	D	
Common Stock	04/15/2005		M	29,554 A \$ 20.9	30,808	D	
Common Stock	04/15/2005		S	29,554 D \$ 69.74	1,254	D	

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Common Stock	04/15/2005	M	14,937	A	\$ 23.75	16,191	D	
Common Stock	04/15/2005	S	14,937	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	62,500	A	\$ 14.28	63,754	D	
Common Stock	04/15/2005	S	62,500	D	\$ 69.74	1,254	D	
Common Stock	04/15/2005	M	45,000	A	\$ 42.05	46,254	D	
Common Stock	04/15/2005	S	45,000	D	\$ 69.74	1,254	D	
Common Stock						1,833	I	by Managed Account

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	04/15/2005		M	62,500	09/12/2002 <sup>(1)</sup> 09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.9	04/15/2005		M	29,554	09/26/2001 <sup>(1)</sup> 09/26/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.75	04/15/2005		M	14,937	10/23/2001 <sup>(1)</sup> 10/23/2011	Common Stock
	\$ 32.84	04/15/2005		M	20,374	05/15/2000 <sup>(2)</sup> 05/15/2010	

Non-Qualified  
Stock Option  
(right to buy)

Common  
Stock

Non-Qualified  
Stock Option  
(right to buy)

\$ 42.05

04/15/2005

M

45,000

09/11/2003<sup>(1)</sup> 09/11/2013

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTER MYRTLE S 1 DNA WAY SO SAN FRANCISCO, CA 94080			PRESIDENT,	

## Signatures

By: Karen L. Strand, Attorney-in-Fact For: Myrtle S.  
Potter

04/19/2005

\_\_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.

(1) With regard to 2/3 of the original grant, 25% of the shares vest one year from the grant date and 75% of the shares vest in equal monthly increments over the following three years. With regard to 1/3 of the original grant, 25% of the shares vest two years from the grant date and 75% of the shares vest 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.

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