

DESMOND HELLMANN SUSAN D
 Form 4
 November 23, 2005

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 *
 DESMOND HELLMANN SUSAN 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)
 11/22/2005

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)
 PRESIDENT,

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/22/2005		M	23,800	A \$ 14.28	28,894	D
Common Stock	11/22/2005		S	23,800	D \$ 97.7	5,094	D
Common Stock	11/22/2005		M	500	A \$ 14.28	5,594	D
Common Stock	11/22/2005		S	500	D \$ 97.75	5,094	D
Common Stock	11/22/2005		M	100	A \$ 14.28	5,194	D

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Common Stock	11/22/2005	S	100	D	\$ 97.78	5,094	D
Common Stock	11/22/2005	M	100	A	\$ 14.28	5,194	D
Common Stock	11/22/2005	S	100	D	\$ 97.79	5,094	D
Common Stock	11/22/2005	M	400	A	\$ 14.28	5,494	D
Common Stock	11/22/2005	S	400	D	\$ 97.8	5,094	D
Common Stock	11/22/2005	M	100	A	\$ 14.28	5,194	D
Common Stock	11/22/2005	S	100	D	\$ 97.89	5,094	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.28	11/22/2005		M	23,800	09/12/2002 ⁽¹⁾	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	11/22/2005		M	500	09/12/2002 ⁽¹⁾	09/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.28	11/22/2005		M	100	09/12/2002 ⁽¹⁾	09/12/2012	Common Stock
Non-Qualified Stock Option	\$ 14.28	11/22/2005		M	100	09/12/2002 ⁽¹⁾	09/12/2012	Common Stock

