GENENTEC Form 4 September 0								
FORM	ЛЛ						OMB AF	PPROVAL
	UNITED STAT	S SECURITIES A Washington			NGE C	COMMISSION	OMB Number:	3235-0287
Check th		0 /					Expires:	January 31,
if no long subject to Section 1 Form 4 c Form 5	o SIAIEMENI 16. or	OF CHANGES IN SECUR	RITIES				Estimated a burden hou response	•
obligatio may con <i>See</i> Instr 1(b).	$\frac{1}{1}$ Section $17(a)$ of th	Section 16(a) of the Public Utility Hole a) of the Investment	ding Cor	npan	y Act of	1935 or Section	n	
(Print or Type]	Responses)							
	Address of Reporting Person <u>*</u> N ARTHUR D	2. Issuer Name and Symbol GENENTECH II			ng	5. Relationship of Issuer	Reporting Pers	son(s) to
(Last)	(First) (Middle)	3. Date of Earliest T	•	•]		(Chec	k all applicable	2)
1 DNA WA		(Month/Day/Year) 08/31/2005	Tansaction			X Director X Officer (give below) CHAI		Owner er (specify
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person					rson			
SO SAN FF	RANCISCO, CA 94080					Person	fore than One Re	porting
(City)	(State) (Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Do (Month/Day/Year) Execu any (Mont		4. Securi on(A) or D (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/31/2005	М	400	А	\$ 12.13	8,493	D	
Common Stock	08/31/2005	S	400	D	\$ 93.93	8,093	D	
Common Stock	08/31/2005	М	1,600	А	\$ 12.13	9,693	D	
Common Stock	08/31/2005	S	1,600	D	\$ 93.91	8,093	D	
Common Stock	08/31/2005	М	2,100	A	\$ 12.13	10,193	D	

Common Stock	08/31/2005	S	2,100	D	\$ 93.9	8,093	D
Common Stock	08/31/2005	М	1,200	А	\$ 12.13	9,293	D
Common Stock	08/31/2005	S	1,200	D	\$ 93.89	8,093	D
Common Stock	08/31/2005	М	2,800	А	\$ 12.13	10,893	D
Common Stock	08/31/2005	S	2,800	D	\$ 93.84	8,093	D
Common Stock	08/31/2005	М	3,700	А	\$ 12.13	11,793	D
Common Stock	08/31/2005	S	3,700	D	\$ 93.83	8,093	D
Common Stock	08/31/2005	М	3,500	А	\$ 12.13	11,593	D
Common Stock	08/31/2005	S	3,500	D	\$ 93.82	8,093	D
Common Stock	08/31/2005	М	5,500	А	\$ 12.13	13,593	D
Common Stock	08/31/2005	S	5,500	D	\$ 93.81	8,093	D
Common Stock	08/31/2005	М	4,200	А	\$ 12.13	12,293	D
Common Stock	08/31/2005	S	4,200	D	\$ 93.8	8,093	D
Common Stock	08/31/2005	М	2,400	А	\$ 12.13	10,493	D
Common Stock	08/31/2005	S	2,400	D	\$ 93.79	8,093	D
Common Stock	08/31/2005	М	2,200	А	\$ 12.13	10,293	D
Common Stock	08/31/2005	S	2,200	D	\$ 93.78	8,093	D
Common Stock	08/31/2005	М	3,300	А	\$ 12.13	11,393	D
Common Stock	08/31/2005	S	3,300	D	\$ 93.76	8,093	D
Common Stock	08/31/2005	М	2,400	А	\$ 12.13	10,493	D
	08/31/2005	S	2,400	D		8,093	D

Common Stock					\$ 93.75		
Common Stock	08/31/2005	М	2,300	А	\$ 12.13	10,393	D
Common Stock	08/31/2005	S	2,300	D	\$ 93.74	8,093	D
Common Stock	08/31/2005	М	1,700	А	\$ 12.13	9,793	D
Common Stock	08/31/2005	S	1,700	D	\$ 93.73	8,093	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1. 8	Director	10% Owner	Officer	Other			
LEVINSON ARTHUR D 1 DNA WAY SO SAN FRANCISCO, CA 94080	Х		CHAIRMAN & CEO				

Signatures

ARTHUR D	08/31/2005
LEVINSON	08/31/2003

**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).

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.