

DESMOND HELLMANN SUSAN D

Form 4

December 01, 2004

**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  
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(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)  
11/29/2004

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 below) \_\_\_\_ Other (specify  
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 (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)
Common Stock	11/29/2004		M	32,700 A	\$ 12.13	37,087	D
Common Stock	11/29/2004		S	32,700 D	\$ 49.25	4,387	D
Common Stock	11/29/2004		M	3,200 A	\$ 12.13	7,587	D
Common Stock	11/29/2004		S	3,200 D	\$ 49.26	4,387	D
Common Stock	11/29/2004		M	8,200 A	\$ 12.13	12,587	D

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Common Stock	11/29/2004	S	8,200	D	\$ 49.27	4,387	D
Common Stock	11/29/2004	M	9,000	A	\$ 12.13	13,387	D
Common Stock	11/29/2004	S	9,000	D	\$ 49.28	4,387	D
Common Stock	11/29/2004	M	100	A	\$ 12.13	4,487	D
Common Stock	11/29/2004	S	100	D	\$ 49.29	4,387	D
Common Stock	11/29/2004	M	7,500	A	\$ 12.13	11,887	D
Common Stock	11/29/2004	S	7,500	D	\$ 49.3	4,387	D
Common Stock	11/29/2004	M	2,000	A	\$ 12.13	6,387	D
Common Stock	11/29/2004	S	2,000	D	\$ 49.31	4,387	D
Common Stock	11/29/2004	M	1,000	A	\$ 12.13	5,387	D
Common Stock	11/29/2004	S	1,000	D	\$ 49.38	4,387	D

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

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(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	Underlying Security
Non-Qualified Stock Option	\$ 12.13	11/29/2004		M		32,700		07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	3,200	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	8,200	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	9,000	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	100	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	7,500	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	2,000	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	11/29/2004	M	1,000	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESMOND HELLMANN SUSAN D 1 DNA WAY SO SAN FRANCISCO, CA 94080			PRESIDENT,	

## Signatures

SUSAN D  
DESMOND-HELLMANN 11/30/2004

\_\_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).

(1) This stock option vests over three years in equal monthly increments beginning one month from grant date. 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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