

GENENTECH INC  
Form 4  
February 23, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICHMOND MARK SIR

(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)  
02/22/2005

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)

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)
			Code	V	Amount or Price		
Common Stock	02/22/2005		M		300 A \$ 26.1	300	D
Common Stock	02/22/2005		S		300 D \$ 46.74	0	D
Common Stock	02/22/2005		M		400 A \$ 26.1	400	D
Common Stock	02/22/2005		S		400 D \$ 46.7	0	D
Common Stock	02/22/2005		M		200 A \$ 26.1	200	D
	02/22/2005		S		200 D	0	D

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Common Stock						\$ 46.67		
Common Stock	02/22/2005		M	1,100	A	\$ 26.1	1,100	D
Common Stock	02/22/2005		S	1,100	D	\$ 46.66	0	D
Common Stock	02/22/2005		M	2,500	A	\$ 26.1	2,500	D
Common Stock	02/22/2005		S	2,500	D	\$ 46.65	0	D
Common Stock	02/22/2005		M	1,900	A	\$ 26.1	1,900	D
Common Stock	02/22/2005		S	1,900	D	\$ 46.64	0	D
Common Stock	02/22/2005		M	2,000	A	\$ 26.1	2,000	D
Common Stock	02/22/2005		S	2,000	D	\$ 46.63	0	D
Common Stock	02/22/2005		M	3,000	A	\$ 26.1	3,000	D
Common Stock	02/22/2005		S	3,000	D	\$ 46.62	0	D
Common Stock	02/22/2005		M	8,600	A	\$ 26.1	8,600	D
Common Stock	02/22/2005		S	8,600	D	\$ 46.6	0	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 Amount of Underlying Security (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	
			Code	V (A) (D)				
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	300	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	400	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	200	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	1,100	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	2,500	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	1,900	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	2,000	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	3,000	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 26.1	02/22/2005	M	8,600	05/10/2001 <sup>(1)</sup>	05/10/2011	Common Stock	8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHMOND MARK SIR 1 DNA WAY SO SAN FRANCISCO, CA 94080	X			

## Signatures

By: Karen L. Strand, Attorney-in-Fact For: Mark  
Richmond

02/23/2005

\_\_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).
- (1) This stock option vests over one year 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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