

CLARK IAN T  
Form 4  
November 16, 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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CLARK IAN T

(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)  
11/14/2005

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

SVP-COMMERCIAL OPERATIONS

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 Ownership (Instr. 4)
Common Stock	11/14/2005		M	V Amount (A) or (D) Price 1,000 A \$ 18.15	1,830	D	
Common Stock	11/14/2005		S	1,000 D \$ 94.32	830	D	
Common Stock	11/14/2005		M	500 A \$ 18.15	1,330	D	
Common Stock	11/14/2005		S	500 D \$ 94.35	830	D	
Common Stock	11/14/2005		M	400 A \$ 18.15	1,230	D	

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Common Stock	11/14/2005	S	400	D	\$ 94.57	830	D
Common Stock	11/14/2005	M	183	A	\$ 18.15	1,013	D
Common Stock	11/14/2005	S	183	D	\$ 94.58	830	D
Common Stock	11/14/2005	M	500	A	\$ 18.15	1,330	D
Common Stock	11/14/2005	S	500	D	\$ 94.74	830	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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.15	11/14/2005		M	1,000	01/13/2003 <sup>(1)</sup> 01/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.15	11/14/2005		M	500	01/13/2003 <sup>(1)</sup> 01/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.15	11/14/2005		M	400	01/13/2003 <sup>(1)</sup> 01/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.15	11/14/2005		M	183	01/13/2003 <sup>(1)</sup> 01/13/2013	Common Stock
Non-Qualified Stock Option	\$ 18.15	11/14/2005		M	500	01/13/2003 <sup>(1)</sup> 01/13/2013	Common Stock

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK IAN T 1 DNA WAY SO SAN FRANCISCO, CA 94080			SVP-COMMERCIAL OPERATIONS	

## Signatures

Ian T. Clark 11/15/2005

\*\*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.

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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