

Yang Patrick Y  
Form 4  
April 20, 2009

**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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yang Patrick Y

(Last) (First) (Middle)

1 DNA WAY

(Street)

SOUTH 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)

03/26/2009

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

EVP, Product 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/26/2009		G	V 274 D \$ 0	2,040	D	
Common Stock	03/26/2009		G	V 294 D \$ 0	1,746	D	
Common Stock	03/26/2009		D	1,746 D \$ 95 (1)	0	D	
Common Stock	03/26/2009		D	1,866 D \$ 95 (1)	0	I	by Spouse

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.**

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 S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 43.36	03/26/2009		D	15,000 (2)	12/03/2003(2) 12/03/2013	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 53.23	03/26/2009		D	60,000 (2)	09/23/2004(2) 09/23/2014	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 79.17	03/26/2009		D	135,000 (2)	09/20/2007(2) 09/20/2016	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 79.55	03/26/2009		D	125,000 (2)	09/20/2008(2) 09/20/2017	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 85.83	03/26/2009		D	125,000 (2)	09/23/2005(2) 09/23/2015	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 48.3	03/26/2009		D	1,200 (2)	01/23/2004(2) 01/23/2014	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 53.23	03/26/2009		D	850 (2)	09/23/2004(2) 09/23/2014	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 79.17	03/26/2009		D	1,120 (2)	09/20/2007(2) 09/20/2016	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 79.55	03/26/2009		D	1,700 (2)	09/20/2008(2) 09/20/2017	Common Stock
Non-Qualified Stock Option	\$ 85.83	03/26/2009		D	1,500 (2)	09/23/2005(2) 09/23/2015	Common Stock

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yang Patrick Y 1 DNA WAY SOUTH SAN FRANCISCO, CA 94080			EVP, Product Operations	

## Signatures

/s/ Adam B. Lautner, Power of Attorney 04/20/2009

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger between the issuer, Roche Holdings Inc. and Roche Investments USA dated March 12, 2009
- (2) At the effective time of the merger, this option vested in full and was cancelled in exchange for a cash amount equal to the net value of the exercise price and the merger consideration.

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.