

EBERSMAN DAVID A  
 Form 4  
 April 21, 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 \*  
 EBERSMAN DAVID A

(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)  
 04/19/2005

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)

SENIOR VICE PRESIDENT

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)
				(A) or (D)	Price		
Common Stock	04/19/2005		M	V	1,300	A	\$ 12.13 8,489 D
Common Stock	04/19/2005		S		1,300	D	\$ 69.27 7,189 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)

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**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
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	14,400	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	2,100	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	5,700	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	7,800	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	800	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	2,200	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	1,400	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	200	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	200	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005		M	100	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock
Non-Qualified Stock Option	\$ 12.13	04/19/2005		M	100	07/16/1999 <sup>(1)</sup> 07/16/2009	Common Stock

(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005	M	600	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005	M	1,500	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005	M	800	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005	M	800	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12.13	04/19/2005	M	1,300	07/16/1999 <sup>(1)</sup>	07/16/2009	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERSMAN DAVID A 1 DNA WAY SO SAN FRANCISCO, CA 94080			SENIOR VICE PRESIDENT	

## Signatures

David A.  
Ebersman

04/20/2005

\*\*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 three years in equal monthly increments beginning one month from grant date. This option may be immediately exercisable with the consent of Genentech.

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