

WAITE CHARLES P JR  
Form 4  
December 08, 2011

**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 \*  
WAITE CHARLES P JR

2. Issuer Name and Ticker or Trading Symbol  
COMPLETE GENOMICS INC  
[GNOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O OVP VENTURE PARTNER, 1010 MARKET STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

KIRKLAND, WA 98033

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock, par value \$0.001 | 11/30/2011                           |  | M                              |   | 1,666   | D  |   |
| Common Stock, par value \$0.001 | 12/06/2011                           |  | S                              |   | \$ 3,1279   | I  | See Footnote (3)                                      |
| Common Stock, par               |                                      |  |                                |   | 32,079  | I  | See Footnote  |

value (4)  
\$0.001

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 (5)   | 11/30/2011                           |  | M                              | 1,666   | (6)  | (6)   | Common Stock  | 1,666                      |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WAITE CHARLES P JR<br>C/O OVP VENTURE PARTNER<br>1010 MARKET STREET<br>KIRKLAND, WA 98033 | X             | X         |         |       |

### Signatures

/s/ Maureen Monahan, Attorney in Fact for Mr. Waite  
12/08/2011  
\*\*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) The shares were acquired upon vesting and conversion of Restricted Stock Units, which were received as a grant for which no consideration was paid.

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- (2) The transaction was executed in multiple trades in prices ranging from \$3.10 to \$3.16, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

- (3) The shares are owned by OVP Venture Partners VI, L.P. ("OVP VI"). OVMC VI, LLC ("OVMC VI LLC") serves as the general partner of OVP VI. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power over the shares held by OVP VI. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (4) The shares are owned by OVP VI Entrepreneurs Fund, L.P. (OVP VI Entrepreneurs"). OVMC VI LLC serves as the general partner of OVP VI Entrepreneurs. Charles P. Waite, Jr. is a managing member of OVMC VI LLC and shares voting and investment power of the shares held by OVP VI Entrepreneurs. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (5) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.

- (6) The restricted stock units vest in three successive and equal annual installments measured from November 30, 2010, such that the restricted stock units will vest in full on the third anniversary of November 30, 2010, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such restricted stock units include a change of control provision such that all unvested awards will immediately vest and become exercisable in connection with a change of control of Issuer.

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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