

GENENTECH INC
Form 3
August 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CLARK IAN T		(Month/Day/Year)	GENENTECH INC [DNA]	
(Last)	(First)	(Middle)	08/16/2005	
1 DNA WAY				4. Relationship of Reporting Person(s) to Issuer
(Street)				5. If Amendment, Date Original Filed(Month/Day/Year)
SO SAN				(Check all applicable)
FRANCISCO,Â CAÂ 94080				___ Director ___ 10% Owner
(City)	(State)	(Zip)	___X___ Officer ___ Other	
				(give title below) (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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,457	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	01/13/2003 ⁽¹⁾	01/13/2013	Common Stock	46,500	\$ 18.15	D	Â
Non-Qualified Stock Option (right to buy)	09/11/2003 ⁽¹⁾	09/11/2013	Common Stock	48,750	\$ 42.05	D	Â
Non-Qualified Stock Option (right to buy)	09/23/2004 ⁽¹⁾	09/23/2014	Common Stock	95,000	\$ 53.23	D	Â

Reporting Owners

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

Signatures

IAN T CLARK 08/18/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 (1) 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. 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.