GENENTECH INC
Form 4
January 22, 2007

FORM 4

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

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 * WHITING JOHN M	2. Issuer Name **and** Ticker or Trading Symbol **GENENTECH INC [DNA]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 1 DNA WAY	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2007	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) VICE PRESIDENT, CONTROLLER
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SO SAN FRANCISCO, CA 94080		
(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	(A) or (D)	Price			

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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)		(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					Title	Amount or Number of Shares
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			400	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			901	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			200	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			600	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			2,700	09/11/2003[1]	09/11/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			700	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			400	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			800	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			500	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			500	09/11/2003[1]	09/11/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M			1,700	09/11/2003[1]	09/11/2013	Common Stock	1
Non-Qualified Stock Option	$ 42.05	01/18/2007		M			2,300	09/11/2003[1]	09/11/2013	Common Stock	2

(right to buy)

Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	500	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	2,100	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	1,300	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	300	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	4,000	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	1,800	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	800	09/11/2003[(1)]	09/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	$ 42.05	01/18/2007		M	4,800	09/11/2003[(1)]	09/11/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITING JOHN M 1 DNA WAY SO SAN FRANCISCO, CA 94080			VICE PRESIDENT, CONTROLLER	

Signatures

John M. Whiting	01/21/2007
**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 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.

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.

Explanation of Responses:

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