CLARK IAN T
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL
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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 *
CLARK IAN T

(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)
11/14/2005

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 below) _____ Other (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 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			
Common Stock	11/14/2005		M		1,000	A	$ 18.15	1,830	D	
Common Stock	11/14/2005		S		1,000	D	$ 94.32	830	D	
Common Stock	11/14/2005		M		500	A	$ 18.15	1,330	D	
Common Stock	11/14/2005		S		500	D	$ 94.35	830	D	
Common Stock	11/14/2005		M		400	A	$ 18.15	1,230	D	

Common Stock	11/14/2005		S	400	D	$ 94.57	830	D
Common Stock	11/14/2005		M	183	A	$ 18.15	1,013	D
Common Stock	11/14/2005		S	183	D	$ 94.58	830	D
Common Stock	11/14/2005		M	500	A	$ 18.15	1,330	D
Common Stock	11/14/2005		S	500	D	$ 94.74	830	D

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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sh
Non-Qualified Stock Option (right to buy)	$ 18.15	11/14/2005		M			1,000	01/13/2003(1)	01/13/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	$ 18.15	11/14/2005		M			500	01/13/2003(1)	01/13/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 18.15	11/14/2005		M			400	01/13/2003(1)	01/13/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 18.15	11/14/2005		M			183	01/13/2003(1)	01/13/2013	Common Stock	
Non-Qualified Stock Option	$ 18.15	11/14/2005		M			500	01/13/2003(1)	01/13/2013	Common Stock	

(right to buy)

Reporting Owners

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

Signatures

Ian T. Clark	11/15/2005
**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 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.
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