GENENTECH INC
Form 424B4
April 20, 2004

PROSPECTUS SUPPLEMENT *FILED PURSUANT TO RULE 424(B)(4)*

TO PROSPECTUS DATED MARCH 28, 2001 REGISTRATION NO. 333-37072

GENENTECH, INC.

SHARES OF COMMON STOCK

This prospectus supplement relates to the sale by certain selling shareholders of our common stock, par value $.02 per share, that was originally delivered in exchange for Liquid Yield Option Notes due 2015 issued by Roche Holdings, Inc.

This prospectus supplement should be read in conjunction with the prospectus dated March 28, 2001, which is to be delivered with this prospectus supplement. All capitalized terms used but not defined in the prospectus supplement shall have the meanings given them in the prospectus.

The table below sets forth information as of the date hereof concerning beneficial ownership of the common stock of the selling shareholders as listed below. All information concerning beneficial ownership has been furnished by the selling shareholders.

NAME	NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING	NUMBER OF SHARES OFFERED	NUMBER OF SHARES OF COMMON STOCK OWNED AFTER THE OFFERING	PERCENTAGE OF COMMON STOCK OUTSTANDING
Argent Classic Convertible Arbitrage Fund L.P.	25,094	25,094	0	*
Credit Suisse First Boston LLC	103,838	103,838	0	*
Satellite Convertible Arbitrage Master Fund, LLC	367,750	367,750	0	*
Van Kampen Equity and Income Fund	259,594	259,594	0	*
Morgan Stanley & Co. Incorporated	1,816,221	1,516,335	299,886	*
Advisory Convertible Arbitrage Fund (I) L.P.	38,073	38,073	0	*

* Less than 1%

THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK. SEE “RISK FACTORS” BEGINNING ON PAGE 3 OF THE PROSPECTUS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is April 20, 2004.