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

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____ .

Commission file number: 1-9813

GENENTECH, INC.

(Exact name of registrant as specified in its charter)

A Delaware Corporation
(State or other jurisdiction
of incorporation or organization)

94-2347624
(I.R.S. Employer
Identification Number)

1 DNA Way, South San Francisco, California 94080-4990
(Address of principal executive offices and zip code)

(650) 225-1000
(Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.02 par value	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of Act). Yes No

The approximate aggregate market value of voting stock held by non-affiliates of the registrant is \$26,401,075,180 as of June 30, 2004.^(A)

Number of shares of Common Stock outstanding as of February 14, 2005: 1,046,299,857

Documents incorporated by reference:

Definitive Proxy Statement with respect to the 2005 Annual Meeting of Stockholders to be filed by Genentech, Inc. with the Securities and Exchange Commission (hereinafter referred to as "Proxy Statement")

Part III

(A) Excludes 587,259,934 shares of Common Stock held by directors and executive officers of Genentech and Roche Holdings, Inc.

EXPLANATORY NOTE:

We are filing this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on February 28, 2005, for the sole purpose of filing a corrected version of Exhibit 32.1 in order to correct a typographical error. The original Exhibit 32.1, *Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002*, erroneously referred to the "Annual Report of Genentech, Inc. on Form 10-K for the year ended December 31, 2003" instead of December 31, 2004 with respect to the certification of Genentech's then Chief Financial Officer, Louis J. Lavigne, Jr. Mr. Lavigne retired as Chief Financial Officer from Genentech as of March 5, 2005, and David A. Ebersman assumed that office as of such date.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENENTECH, INC.
Registrant

Date: May 16, 2005

By: /s/ JOHN M. WHITING
John M. Whiting
Vice President, Controller, and
Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ ARTHUR D. LEVINSON</u> Arthur D. Levinson	Chairman and Chief Executive Officer	<u>May 16, 2005</u>
Principal Financial Officer:		
<u>/s/ DAVID A. EBERSMAN</u> David A. Ebersman	Senior Vice President and Chief Financial Officer	<u>May 16, 2005</u>
Principal Accounting Officer:		
<u>/s/ JOHN M. WHITING</u> John M. Whiting	Vice President, Controller, and Chief Accounting Officer	<u>May 16, 2005</u>

Signature

Title

Date

Directors:

*

Herbert W. Boyer

Director

May 16, 2005

*

William M. Burns

Director

May 16, 2005

*

Erich Hunziker

Director

May 16, 2005

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Jonathan K.C. Knowles

Director

May 16, 2005

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Mark Richmond

Director

May 16, 2005

*

Charles A. Sanders

Director

May 16, 2005

* By: _____
/s/ JOHN M. WHITING
John M. Whiting
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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**CERTIFICATIONS OF
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Arthur D. Levinson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Genentech, Inc. on Form 10-K for the year ended December 31, 2004 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report of Genentech, Inc. on Form 10-K fairly presents in all material respects the financial condition and results of operations of Genentech, Inc.

By: /s/ ARTHUR D. LEVINSON
Name: Arthur D. Levinson, Ph.D.
Title: Chief Executive Officer
Date: February 25, 2005

I, Louis J. Lavigne, Jr., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Genentech, Inc. on Form 10-K for the year ended December 31, 2004 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report of Genentech, Inc. on Form 10-K fairly presents in all material respects the financial condition and results of operations of Genentech, Inc.

By: /s/ LOUIS J. LAVIGNE, JR.
Name: Louis J. Lavigne, Jr.
Title: Executive Vice President and
Chief Financial Officer
Date: February 25, 2005