

Martin Bruce K
Form 4
March 01, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Martin Bruce K

2. Issuer Name and Ticker or Trading Symbol
COMPLETE GENOMICS INC
[GNOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP of Product Development

C/O COMPLETE GENOMICS
INC, 2071 STIERLIN COURT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MOUNTAIN
VIEW, CA 94043-4655

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/09/2011		M	A	\$ 21,735 1.5	D	

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

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(9-02)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to buy)	\$ 1.5	02/09/2011		M	631	<u>(1)</u> 09/20/2017	Common Stock	631
Stock Option (Right to buy)	\$ 1.5	02/09/2011		M	5,507	<u>(1)</u> 11/12/2019	Common Stock	5,507
Stock Option (Right to buy)	\$ 1.5	02/09/2011		M	15,222	<u>(2)</u> 11/12/2019	Common Stock	15,222
Stock Option (Right to buy)	\$ 1.5	02/09/2011		M	375	<u>(3)</u> 11/12/2019	Common Stock	375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Bruce K C/O COMPLETE GENOMICS INC 2071 STIERLIN COURT MOUNTAIN VIEW, CA 94043-4655			SVP of Product Development	

Signatures

/s/ Maureen Monahan Attorney in Fact for Bruce K
Martin

03/01/2011

**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) The shares vest pursuant to the following schedule: Twenty-five percent (25%) of the shares subject to the option vest one year measured from May 17,2007 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal

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monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (2) The shares vest pursuant to the following schedule: Twenty-five percent (25%) of the shares subject to the option vest one year measured from August 12, 2009 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (3) The shares vest pursuant to the following schedule: The shares subject to the option vest in 48 successive, equal monthly installments measured from April 1, 2009, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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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