

MARSH RICHARD M  
Form 4  
May 12, 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 \*  
**MARSH RICHARD M**

2. Issuer Name and Ticker or Trading Symbol  
**MYRIAD GENETICS INC [MYGN]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
**320 WAKARA WAY**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/04/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
E.V.P., General Counsel

**SALT LAKE CITY, UT 84108**

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

(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	(D)	Price
Common Stock	05/04/2011		G		3,144	D	\$ 0
Common Stock	05/09/2011		M		37,516	A	\$ 6
Common Stock	05/09/2011		S		37,516	D	\$ 23.2068
Common Stock	05/09/2011		M		11,784	A	\$ 6
Common Stock	05/09/2011		S		11,784	D	\$ 23.2068

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Common Stock	05/09/2011	M	15,661	A	\$ 5.89	34,090	D	
Common Stock	05/09/2011	S	15,661	D	\$ 23.2068	18,429	D	
Common Stock	05/09/2011	M	4,339	A	\$ 5.89	22,768	D	
Common Stock	05/09/2011	S	4,339	D	\$ 23.201	18,429	D	
Common Stock	05/10/2011	G	4,300	D	\$ 0	14,129	D	
Common Stock						6,667	I	by Fam. Ltd. Ptnrshp

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.89	05/09/2011		M	15,661	<u>(1)</u> 09/08/2014	Common Stock	15,661
Non-Qualified Stock Option (right to buy)	\$ 5.89	05/09/2011		M	4,339	<u>(1)</u> 09/08/2014	Common Stock	4,339
Non-Qualified Stock Option (right to buy)	\$ 6	05/09/2011		M	37,516	<u>(1)</u> 02/19/2014	Common Stock	37,516
Non-Qualified Stock Option (right to buy)	\$ 6	05/09/2011		M	11,784	<u>(1)</u> 02/19/2014	Common Stock	11,784

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSH RICHARD M 320 WAKARA WAY SALT LAKE CITY, UT 84108			E.V.P., General Counsel	

## Signatures

Richard M.  
Marsh

05/11/2011

\_\_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 combined Incentive Stock Option and Non-Qualified Stock Option grants vest 25% annually beginning on the first anniversary date of the option grant, subject to statutory ISO limitations.

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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