

SENYEI ANDREW E
Form 4
December 02, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SENYEI ANDREW E

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)
11/30/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ENTERPRISE PARTNERS, 2223 AVENIDA DE LA PLAYA, SUITE 300

(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

LA JOLLA, CA 92037-3218

(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) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.001 | | | | | 2,052,418 | I | See Footnote (1) |
| Common Stock, par value \$0.001 | | | | | 101,043 | I | See Footnote (2) |
| Common Stock, par | | | | | 667,068 | I | See Footnote |

value (3)
 \$0.001

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Restricted Stock Units | (4) | 11/30/2010 | | A | 5,000 | (5) (5) | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.75 | 11/30/2010 | | A | 10,000 | (6) 11/30/2020 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SENYEI ANDREW E C/O ENTERPRISE PARTNERS 2223 AVENIDA DE LA PLAYA, SUITE 300 LA JOLLA, CA 92037-3218 | X | X | | |

Signatures

/s/ Maureen Monahan as Attorney-in-Fact for Mr. Senyei 12/02/2010

**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)

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The shares are owned by Enterprise Partners VI, LP ("Enterprise VI"). Enterprise Management Partners VI, LLC ("Enterprise VI LLC") serves as the general partner of Enterprise VI. Andrew E. Senyei, M.D. is a managing director of Enterprise VI LLC and shares voting and investment power over the shares held by Enterprise VI. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (2) The shares are owned by Enterprise Partners Management, LLC ("Enterprise LLC"). Andrew E. Senyei, M.D. is a managing director of Enterprise LLC and shares voting and investment power over the shares held by Enterprise LLC. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (3) The shares are owned by Enterprise Partners V, LP ("Enterprise V"). Enterprise Management Partners V, LLC ("Enterprise V LLC") serves as the general partner of Enterprise V. Andrew E. Senyei, M.D. is a managing director of Enterprise V LLC and shares voting and investment power over the shares held by Enterprise V. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

- (5) The restricted stock units vest in three successive and equal annual installments measured from November 30, 2010, such that the restricted stock units will vest in full on the third anniversary of November 30, 2010, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such restricted stock units include a change of control provision such that all unvested awards will immediately vest and become exercisable in connection with a change of control of Issuer.

- (6) The shares subject to the option will vest in 36 successive and equal monthly installments measured from November 30, 2010, such that 100% of the shares subject to the option will be fully vested on the third anniversary of November 30, 2010, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such option includes a change of control provision such that all unvested shares will immediately vest and become exercisable in connection with a change of control of Issuer.

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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