GEN PROBE INC

Form 4 June 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, 2005

0.5

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response...

10% Owner

Other (specify

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Zip)

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * NORDHOFF HENRY L

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

GEN PROBE INC [GPRO]

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

06/06/2005

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

GEN-PROBE INCORPORATED, 10210 **GENETIC CENTER DRIVE**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

President and CEO

Applicable Line)

_X__ Director X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN DIEGO, CA 92121

1 / 1 /	and I from Definition Securities required, Disposed 62, of Deficiently 6 when						
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6	6. Ownership 7. Nature of						
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities I	Form: Direct Indirect						
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially ((D) or Beneficial						
(Month/Day/Year) (Instr. 8) Owned I	Indirect (I) Ownership						
Following ((Instr. 4) (Instr. 4)						
Reported							
(A) Transaction(s)							
or (Instr. 3 and 4)							
Code V Amount (D) Price (Model 9 and 1)							
Common 06/06/2005 M 4,000 A \$ 71,547	D						
Stock 12.29 1.347	D						
Common 06/06/2005 S ⁽¹⁾ 4,000 D \$ 67,547 I	D						
Stock $06/06/2005$ $S_{\underbrace{(1)}}$ 4,000 D ψ 67,547	D						

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number ction Derivative Securities (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.29	06/06/2005		M	4,000	(2)	06/01/2012	Common Stock	4,000

Relationshins

Reporting Owners

Reporting Owner Name / Address						
	D	100/ 0	OCC	0.1		

Officer Other Director 10% Owner NORDHOFF HENRY L

GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121

President and CEO X

Signatures

/s/ R. William Bowen, 06/07/2005 Attorney-in-Fact

> **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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, **(1)** 2003.
- (2) Option vests as follows: 25% vest on 6/1/03; 1/48th vesting monthly following three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. nline; FONT-FAMILY: times new roman; FONT-SIZE: 10pt"> By:

/s/ Gary C. Wallace Gary C. Wallace General Counsel

Reporting Owners 2