

GEN PROBE INC  
Form 4  
August 08, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**ROSENMAN HERM**

(Last) (First) (Middle)

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

(Street)

**SAN DIEGO, CA 92121**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GEN PROBE INC [GPRO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/06/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP, Finance & CFO**

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

**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  | (A) or (D)   | Price   |        |   |  |
| Common Stock                    | 08/06/2007                           |  | M                              |   | 4,300   | A  | \$ 12.29  | 18,735 | D |  |
| Common Stock                    | 08/06/2007                           |  | S                              |   | 4,300   | D  | \$ 65   | 14,435 | D |  |
| Common Stock                    | 08/07/2007                           |  | M                              |   | 18,097  | A  | \$ 13.655   | 32,532 | D |  |
| Common Stock                    | 08/07/2007                           |  | M                              |   | 22,957  | A  | \$ 12.29  | 55,489 | D |  |
| Common Stock                    | 08/07/2007                           |  | M                              |   | 2,977   | A  | \$ 12.29  | 58,466 | D |  |

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|              |            |                  |        |   |            |        |   |
|--------------|------------|------------------|--------|---|------------|--------|---|
| Common Stock | 08/07/2007 | M                | 1,669  | A | \$ 29.525  | 60,135 | D |
| Common Stock | 08/07/2007 | S <sup>(1)</sup> | 45,700 | D | \$ 65.0981 | 14,435 | 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)

| 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)                | \$ 12.29   | 08/06/2007                           |  | M                              | 4,300   | <u>(2)</u> 09/01/2011                                    | Common Stock  | 4,300                         |
| Stock Option (Right to Buy)                | \$ 13.655  | 08/07/2007                           |  | M                              | 18,097  | <u>(2)</u> 06/11/2011                                    | Common Stock  | 18,097                        |
| Stock Option (Right to Buy)                | \$ 12.29   | 08/07/2007                           |  | M                              | 22,957  | <u>(2)</u> 09/01/2011                                    | Common Stock  | 22,957                        |
| Stock Option Right to Buy                  | \$ 12.29   | 08/07/2007                           |  | M                              | 2,977   | <u>(2)</u> 06/01/2012                                    | Common Stock  | 2,977                         |
| Stock Option (Right to Buy)                | \$ 29.525  | 08/07/2007                           |  | M                              | 1,669   | <u>(3)</u> 08/15/2013                                    | Common Stock  | 1,669                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| ROSENMAN HERM<br>GEN-PROBE INCORPORATED<br>10210 GENETIC CENTER DRIVE<br>SAN DIEGO, CA 92121 |               |           | VP, Finance & CFO |       |

## Signatures

/s/ R. William Bowen,  
Attorney-in-Fact

08/08/2007

\_\_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) 41,322 of the shares reported were sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person on August 6, 2007.
- (2) The Stock Option is fully vested and exercisable; 25% of the shares subject to the Stock Option vested one year after the date of grant, and the remaining shares vested in equal monthly installments over the following three years.
- (3) 25% of the shares subject to the Stock Option vested on 8/15/04; the remaining shares vest in 36 equal monthly installments, such that the entire Stock Option will be vested and exercisable on 8/15/07.

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.