

GEN PROBE INC
Form 4
April 18, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jorgine Ellerbrock

(Last) (First) (Middle)

C/O 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)
04/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior VP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	04/16/2012		M ⁽¹⁾	V Amount (A) or (D) Price 3,621 A \$ 42.66	8,034	D	
Common Stock	04/16/2012		M ⁽¹⁾	864 A \$ 38.51	8,898	D	
Common Stock	04/16/2012		S ⁽¹⁾	4,485 D \$ 65.4	4,413	D	
Common Stock	04/17/2012		M ⁽¹⁾	912 A \$ 42.66	5,325	D	
Common Stock	04/17/2012		M ⁽¹⁾	269 A \$ 38.51	5,594	D	

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

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SEC 1474
(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. De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 42.66	04/16/2012		M ⁽¹⁾		3,621		⁽²⁾	02/10/2017	Common Stock	3,621
Stock Option (Right to Buy)	\$ 38.51	04/16/2012		M ⁽¹⁾		864		⁽³⁾	08/17/2016	Common Stock	864
Stock Option (Right to Buy)	\$ 42.66	04/17/2012		M ⁽¹⁾		912		⁽²⁾	02/10/2017	Common Stock	912
Stock Option (Right to Buy)	\$ 38.51	04/17/2012		M ⁽¹⁾		269		⁽³⁾	08/17/2016	Common Stock	269

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jorgine Ellerbrock C/O GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	Senior VP, Operations

Signatures

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

04/18/2012

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in March 2012.
- (2) 25% of the shares subject to the stock option vested and became exercisable on February 10, 2011 and the remaining shares subject to the stock option vest and become exercisable in equal monthly installments over the following three years.
- (3) 25% of the shares subject to the stock option vested and became exercisable on August 17, 2010 and the remaining shares subject to the stock option vest and become exercisable in equal monthly installments over the 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.

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