#### Edgar Filing: GEN PROBE INC - Form 4

GEN PROBE INC

| GEN PROBE INC   |  |   |
|---|--|---|
| Form 4  |  |   |
| May 08, 2006<br>FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION   | OMB APPRC  | VAL   |
| Washington, D.C. 20549  | OMB 32<br>Number:  | 35-0287   |
| THOROUGH STATEMENT OF CHANCES IN DENEFICIAL OWNEDSHID OF  | Expires: Jan   | uary 31,<br>2005                                    |
| Section 16. SECURITIES to Form 4 or   | Estimated average<br>burden hours per<br>response 0.5  |   |
| Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940  |  |   |
| (Print or Type Responses)   |  |   |
| 1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading       5. Relationship of Re         NORDHOFF HENRY L       Symbol       Issuer         GEN PROBE INC [GPRO]       (Check a)  | eporting Person(s)<br>Ill applicable)  | to  |
| (Last) (First) (Middle) 3. Date of Earliest Transaction   | in applicable)   |   |
| GEN-PROBE     (Month/Day/Year)     _X_ Director       INCORPORATED, 10210    X_ Officer (give titl below)       GENETIC CENTER DRIVE     Preside  | In the contract of the contrac |   |
|   |  |   |
| (Street)       4. If Amendment, Date Original       6. Individual or Joint         Filed(Month/Day/Year)       Applicable Line)         _X_Form filed by One  |  | eck   |
| SAN DIEGO, CA 92121 Form filed by More<br>Person  | e than One Reporting   | g   |
| (City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or</b>   | r Beneficially Ow  | vned  |
| Security       (Month/Day/Year)       Execution Date, if       Transactionor Disposed of (D)       Securities       O         (Instr. 3)       any       Code       (Instr. 3, 4 and 5)       Beneficially       H         (Month/Day/Year)       (Instr. 8)       Owned       I         Following       Code       (A)       Reported       (C)         Or       Or       Or       O       O | Ownership Indi<br>Form: Ben<br>Direct (D) Own  | lature of<br>irect<br>leficial<br>nership<br>tr. 4) |
| Code V Amount (D) Price (Instr. 3 and 4)  |  |   |
| Common 05/05/2006 M 50,000 A \$ 12,655 117,547 I  | D  |   |
| Stock 05/05/2006 M 50,000 A 13.655 117,547 I  |  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: GEN PROBE INC - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        | orDerivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, |                    | Morivative Expiration Da<br>Securities (Month/Day/Y<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, |                                     | 7. Title and A<br>Underlying S<br>(Instr. 3 and | Securities |
|---|---|---|---|--|--|--------|--|--------------------|---|-------------------------------------|---|------------|
|   |   |   |   | Code V                                 | (A)  | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |   |            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 13.655   | 05/05/2006                              |   | М                                      |  | 50,000 | (2)  | 08/17/2010         | Common<br>Stock   | 50,000                              |   |            |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |
|---|---------------|-----------|-------------------|-------|--|--|
| r g ta ta ta ta ta  | Director      | 10% Owner | Officer           | Other |  |  |
| NORDHOFF HENRY L<br>GEN-PROBE INCORPORATED<br>10210 GENETIC CENTER DRIVE<br>SAN DIEGO, CA 92121 | Х             |           | President and CEO |       |  |  |
| Signatures  |               |           |                   |       |  |  |
| /s/ R. William Bowen,<br>Attorney-in-Fact   | 0             | 5/08/2006 |                   |       |  |  |
| <u>**</u> Signature of Reporting Person   |               | Date      |                   |       |  |  |
| Explanation of Responses:   |               |           |                   |       |  |  |

### 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) Includes shares acquired under the Gen-Probe Incorporated Employee Stock Purchase Plan as of February 28, 2006.
- (2) Option vests as follows: 25% vest on 8/17/01; 1/36th vesting monthly following two 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.