

BOWEN R WILLIAM
Form 4
January 05, 2005

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 *
BOWEN R WILLIAM

(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)
01/03/2005

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, General Counsel

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)
				(A) or (D) Code V Amount Price			
Common Stock	01/03/2005		M	7,898 A \$ 13.655	7,898	D	
Common Stock	01/03/2005		M	9,102 A \$ 12.29	17,000	D	
Common Stock	01/03/2005		S ⁽¹⁾	1,300 D \$ 45.4	15,700	D	
Common Stock	01/03/2005		S ⁽¹⁾	200 D \$ 45.27	15,500	D	
Common Stock	01/03/2005		S ⁽¹⁾	420 D \$ 45.26	15,080	D	

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Common Stock	01/03/2005	S ⁽¹⁾	606	D	\$ 45.25	14,474	D
Common Stock	01/03/2005	S ⁽¹⁾	200	D	\$ 45.22	14,274	D
Common Stock	01/03/2005	S ⁽¹⁾	4,557	D	\$ 45.21	9,717	D
Common Stock	01/03/2005	S ⁽¹⁾	963	D	\$ 45.2	8,754	D
Common Stock	01/03/2005	S ⁽¹⁾	100	D	\$ 45.01	8,654	D
Common Stock	01/03/2005	S ⁽¹⁾	4,400	D	\$ 45	4,254	D
Common Stock	01/03/2005	S ⁽¹⁾	800	D	\$ 44.84	3,454	D
Common Stock	01/03/2005	S ⁽¹⁾	1,100	D	\$ 44.81	2,354	D
Common Stock	01/03/2005	S ⁽¹⁾	200	D	\$ 44.8	2,154	D
Common Stock	01/03/2005	S ⁽¹⁾	300	D	\$ 44.54	1,854	D
Common Stock	01/03/2005	S ⁽¹⁾	1,500	D	\$ 44.53	354	D
Common Stock	01/03/2005	S ⁽¹⁾	354	D	\$ 44.52	0	D

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.

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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. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Employee Stock Option (Right to Buy)	\$ 13.655	01/03/2005	M	7,898	<u>(2)</u>	08/17/2010	Common Stock	7,898
Employee Stock Option (Right to Buy)	\$ 12.29	01/03/2005	M	2,461	<u>(3)</u>	09/01/2011	Common Stock	2,461
Employee Stock Option (Right to Buy)	\$ 12.29	01/03/2005	M	6,641	<u>(4)</u>	06/01/2012	Common Stock	6,641

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOWEN R WILLIAM GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121			VP, General Counsel	

Signatures

/s/ R. William
Bowen 01/05/2005

 Signature of Date
Reporting Person

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2004.
- (2) Option vests as follows: 25% vest on 8/17/01; 1/48th vesting monthly following three years
- (3) Option vests as follows: 25% vest on 9/1/02; 1/48th vesting monthly following three years
- (4) 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.