

NORDHOFF HENRY L
Form 4
September 19, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GEN-PROBE
INCORPORATED, 10210
GENETIC CENTER DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
SAN DIEGO, CA 92121

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 09/17/2008 | | M | | | 21,396 | A | \$ 13.66 | 139,875 | D | |
| Common Stock | 09/17/2008 | | M | | | 18,881 | A | \$ 12.29 | 158,756 | D | |
| Common Stock | 09/17/2008 | | M | | | 32,755 | A | \$ 12.29 | 191,511 | D | |
| Common Stock | 09/17/2008 | | S | | | 8,292 | D | \$ 55.667 | 183,219 | D | |
| Common Stock | 09/17/2008 | | S | | | 41,708 | D | \$ 55.6667 | 141,511 | 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 13.66 | 09/17/2008 | | M | 21,396 | ⁽¹⁾ 08/17/2010 | Common Stock 21,396 |
| Employee Stock Option (Right to Buy) | \$ 12.29 | 09/17/2008 | | M | 18,881 | ⁽¹⁾ 09/01/2011 | Common Stock 18,881 |
| Employee Stock Option (Right to Buy) | \$ 12.29 | 09/17/2008 | | M | 32,755 | ⁽¹⁾ 06/01/2012 | Common Stock 32,755 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDHOFF HENRY L GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121 | X | | Chairman and CEO | |

Signatures

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

09/19/2008

__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 Stock Option is fully vested and exercisable; 25% of the shares subject to the Stock Option vested one year after the date of the grant, and the remaining shares vested 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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