**GEN PROBE INC** 

Form 4

September 24, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

Issuer

below)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

GEN PROBE INC [GPRO] 3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner X\_ Officer (give title Other (specify

**GEN-PROBE** 

INCORPORATED, 10210 **GENETIC CENTER DRIVE** 

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

(Month/Day/Year)

09/23/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN DIEGO, CA 92121

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code (Instr. 8)	4. Securities A coror Disposed of (Instr. 3, 4 and (A	of (D) d 5) A) or	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/23/2008		Code V M	Amount (I 15,000 A		156,511	D		
Common Stock	09/23/2008		S(1)	15,000 D	\$ 56.1199	141,511	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 12.29	09/23/2008		M	15,000	(2)	06/01/2012	Common Stock	15,000

# **Reporting Owners**

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

## **Signatures**

/s/ R. William Bowen, Attorney-in-Fact 09/24/2008

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 18, 2008.
- (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 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. 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.

Reporting Owners 2