

BOWEN R WILLIAM

Form 4

January 05, 2005

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

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(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
__X__ Officer (give title _____ Other (specify
below) below)
VP, General Counsel

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

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	
				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.

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