

DITTAMORE RAYMOND V

Form 4

February 24, 2005

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

OMB APPROVAL

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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 *
DITTAMORE RAYMOND V

(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)
02/22/20054. 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)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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/22/2005		M		16,000	A \$ 6.75	16,565 D
Common Stock	02/22/2005		S		500	D \$ 50.15	16,065 D
Common Stock	02/22/2005		S		1,300	D \$ 50.14	14,765 D
Common Stock	02/22/2005		S		26	D \$ 50.13	14,739 D
Common Stock	02/22/2005		S		100	D \$ 50.11	14,639 D

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Common Stock	02/22/2005	S	300	D	\$ 50.06	14,339	D	
Common Stock	02/22/2005	S	1,598	D	\$ 50.04	12,741	D	
Common Stock	02/22/2005	S	5,036	D	\$ 50	7,705	D	
Common Stock	02/22/2005	S	500	D	\$ 49.97	7,205	D	
Common Stock	02/22/2005	S	100	D	\$ 49.9	7,105	D	
Common Stock	02/22/2005	S	1,640	D	\$ 49.88	5,465	D	
Common Stock	02/22/2005	S	100	D	\$ 49.84	5,365	D	
Common Stock	02/22/2005	S	100	D	\$ 49.82	5,265	D	
Common Stock	02/22/2005	S	700	D	\$ 49.81	4,565	D	
Common Stock	02/22/2005	S	4,000	D	\$ 49.8	565	D	
Common Stock						2,000	I	By Trust

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	\$ 6.75	02/22/2005		M		16,000		<u>(1)</u>	09/18/2012	Common Stock	16,000

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DITTAMORE RAYMOND V GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	X

Signatures

/s/ R. William Bowen, Attorney-in-Fact	02/23/2005
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__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) Option vests as follows: 25% vest on 9/18/03; 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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