GEN PROBE INC Form 4

April 03, 2006 FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

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

Washington, D.C. 20549

January 31, Expires: 2005 Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per 0.5 response...

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 * SOFAER ABRAHAM D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	GEN PROBE INC [GPRO] (First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)				
` '	` '	, ,	(Month/Day/Year)	X Director 10% Owner			
GEN-PROB	Е		04/03/2006	Officer (give title Other (specify			
INCORPOR	ATED, 102	210		below) below)			
GENETIC C	ENTER DI	RIVE					
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SAN DIEGO	CA 0212	1		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

SAN DIEGO, CA 9217	2.
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Stock

5111 (B1E 6 6) 611 / 2 121			Person						
(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) o of (D)	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)
Common Stock	04/03/2006		A	136 (1)	A	\$0	9,766	D	
Common Stock							1,000 (2)	I	See Footnote (3)
Common Stock							1,000 (2)	I	See Footnote (4)
Common							1,000 (2)	I	See

Footnote

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			(5)
Common Stock	1,000 (2)	I	See Footnote (6)
Common Stock	1,000 (2)	I	See Footnote (7)

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	Secu Acq (A) Disp of (I (Inst	ivative urities urited or posed D)	6. Date Exerc Expiration Day/ (Month/Day/	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotonia o mior i mino, i marcos	Director	10% Owner	Officer	Othe			
SOFAER ABRAHAM D GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	X						
Signatures							

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

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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) Quarterly Restricted Stock award granted under the Gen-Probe Incorporated 2003 Incentive Award Plan in connection with Board service.
- (2) The number of shares were inadvertently omitted on the last Form 4 for the reporting person.
- (3) 12/17/80 Trust FBO Michael J. Sofaer.
- (4) 6/18/81 Trust FBO Helen R. Sofaer.
- (5) 12/28/84 Trust FBO Joseph S. Sofaer.
- (6) 12/30/86 Trust FBO Aaron R. Sofaer.
- (7) 12/25/90 Trust FBO Raphael J. Sofaer.

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.