

GEN PROBE INC
Form 4
December 22, 2004

FORM 4

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

OMB APPROVAL

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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 *
CONWAY NIALL M

(Last) (First) (Middle)

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)
12/20/2004

4. 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)

Executive Vice President

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 (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 or Price (A) or (D) | | |
| Common Stock | 12/20/2004 | | M | | 18,500 A \$ 12.29 | 21,003 | D |
| Common Stock | 12/20/2004 | | S | | 400 D \$ 41.82 | 20,603 | D |
| Common Stock | 12/20/2004 | | S | | 1,700 D \$ 41.83 | 18,903 | D |
| Common Stock | 12/20/2004 | | S | | 582 D \$ 41.85 | 18,321 | D |
| Common Stock | 12/20/2004 | | S | | 675 D \$ 41.85 | 17,646 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|---------|
| Common Stock | 12/20/2004 | S | 1,520 | D | \$ 41.87 | 16,126 | D | |
| Common Stock | 12/20/2004 | S | 4,800 | D | \$ 41.88 | 11,326 | D | |
| Common Stock | 12/20/2004 | S | 80 | D | \$ 41.89 | 11,246 | D | |
| Common Stock | 12/20/2004 | S | 2,032 | D | \$ 41.9 | 9,214 | D | |
| Common Stock | 12/20/2004 | S | 982 | D | \$ 41.91 | 8,232 | D | |
| Common Stock | 12/20/2004 | S | 689 | D | \$ 41.93 | 7,543 | D | |
| Common Stock | 12/20/2004 | S | 1,343 | D | \$ 41.95 | 6,200 | D | |
| Common Stock | 12/20/2004 | S | 1,797 | D | \$ 41.97 | 4,403 | D | |
| Common Stock | 12/20/2004 | S | 200 | D | \$ 41.98 | 4,203 | D | |
| Common Stock | 12/20/2004 | S | 1,700 | D | \$ 41.99 | 2,503 | D | |
| Common Stock | | | | | | 260 | I | By Wife |

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)

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 | \$ 12.29 | 12/20/2004 | | M | 15,818 | (1) | 06/01/2012 | Common Stock | 15,818 |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | | |
|-----------------------------|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 12.29 | 12/20/2004 | | M | 2,682 | <u>(2)</u> | 09/01/2001 | Common Stock | 2,682 |
|-----------------------------|----------|------------|--|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONWAY NIAL M 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121 | | | Executive Vice President | |

Signatures

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

12/22/2004

____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 6/1/03; 1/48th vesting monthly following three years.
- (2) Option vests as follows: 25% vest on 9/1/02; 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. 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.