

NORDHOFF HENRY L  
Form 4  
February 09, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
GEN PROBE INC [GPRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Last) (First) (Middle)  
GEN-PROBE  
INCORPORATED, 10210  
GENETIC CENTER DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2005

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/07/2005		M	4,000 A \$ 12.29	49,458	D	
Common Stock	02/07/2005		S <sup>(1)</sup>	300 D \$ 49.3	49,158	D	
Common Stock	02/07/2005		S <sup>(1)</sup>	1,500 D \$ 49.29	47,658	D	
Common Stock	02/07/2005		S <sup>(1)</sup>	100 D \$ 49.26	47,558	D	
Common Stock	02/07/2005		S <sup>(1)</sup>	400 D \$ 49.25	47,158	D	

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Common Stock	02/07/2005	S <sup>(1)</sup>	200	D	\$ 49.22	46,958	D
Common Stock	02/07/2005	S <sup>(1)</sup>	500	D	\$ 49.2	46,458	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.09	46,358	D
Common Stock	02/07/2005	S <sup>(1)</sup>	300	D	\$ 49.07	46,058	D
Common Stock	02/07/2005	S <sup>(1)</sup>	200	D	\$ 49.06	45,858	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.05	45,758	D
Common Stock	02/07/2005	S <sup>(1)</sup>	61	D	\$ 49.04	45,697	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.03	45,597	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.02	45,497	D
Common Stock	02/07/2005	S <sup>(1)</sup>	39	D	\$ 49.01	45,458	D

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.**

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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)	8. Amount or Number of Shares
Employee Stock Option	\$ 12.29	02/07/2005		M	4,000	<u>(2)</u> 06/01/2012	Common Stock	4,000

(Right to Buy)

## Reporting Owners

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

## Signatures

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

02/07/2005

\_\_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 15, 2003.
  - (2) Option vests as follows: 25% vest on 6/1/03; 1/48th vesting monthly following three years.

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