

ROSENMAN HERM
Form 4
February 14, 2012

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 *
ROSENMAN HERM

(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)
02/10/2012

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)
Senior VP, Finance & CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/10/2012		M		1,700 ⁽¹⁾	A	\$ 0 26,735 ⁽²⁾ D
Common Stock	02/10/2012		F ⁽³⁾		580	D	\$ 69.22 26,155 D
Common Stock	02/10/2012		F ⁽⁴⁾		221	D	\$ 69.22 25,934 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock Rights	\$ 0	02/10/2012		A	271 (5)	02/10/2012 02/10/2014	Common Stock	271
Performance Stock Rights	\$ 0	02/10/2012		M	1,700 (1)	(7) 02/10/2014	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENMAN HERM GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121			Senior VP, Finance & CFO	

Signatures

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

02/14/2012

__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 amount reported reflects shares of the Issuer's common stock issued to the Reporting Person pursuant to performance stock rights granted to the Reporting Person in February 2011.
- (2) The amount reported includes an aggregate of 180 shares of common stock acquired under the Gen-Probe Incorporated Employee Stock Purchase Plan since the Reporting Person last filed a Form 4 with the Securities and Exchange Commission.
- (3) Withholding of stock to satisfy tax withholding obligation upon vesting of shares issued to the Reporting Person as described herein.
- (4) Withholding of stock to satisfy tax withholding obligation upon vesting of shares previously issued to the Reporting Person.
- (5) Represents additional shares subject to the performance stock rights awarded to the Reporting Person in February 2012 based on actual achievement.

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- (6) Amount reported includes performance stock rights for an additional 127 shares of Issuer common stock which were omitted in error from the original Form 4 filing reflecting the award of such performance stock rights to the Reporting Person.
- (7) Remaining shares subject to the performance stock rights vest and may be issued to the Reporting Person in February 2013 and February 2014 based on the Issuer's adjusted relative stockholder return during the applicable performance periods.

- The amount reported reflects the remaining target number of shares of Issuer common stock that may be issued to the Reporting Person
- (8) based on the Issuer's adjusted relative stockholder return for the remaining performance periods. Based on actual achievement, the Reporting Person may receive between 0% and 200% of the remaining target number of shares of Issuer common stock reported herein.

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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