**GEN PROBE INC** Form 4 April 03, 2006

### FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average

10% Owner

Other (specify

**SECURITIES** Form 4 or

burden hours per response... 0.5

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 \* SCHNEIDER PHILLIP M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

GEN PROBE INC [GPRO] 3. Date of Earliest Transaction

(Month/Day/Year)

04/03/2006

(Check all applicable)

**GEN-PROBE** INCORPORATED, 10210

**GENETIC CENTER DRIVE** 

(State)

Officer (give title

(Street) 4. If Amendment, Date Original

(Zip)

Applicable Line)

X\_ Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

SAN DIEGO, CA 92121

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or

Code V Amount Price (D)

(Instr. 3 and 4)

Common 04/03/2006 Stock

 $A^{(1)}$ \$0 136 A

6,669

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

#### Edgar Filing: GEN PROBE INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |                                   |                     | ate             | 7. Title and<br>Amount of<br>Underlying<br>Securities | nt of<br>lying<br>ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|---|---|---|---|--|-----------------------------------|---------------------|-----------------|---|-------------------------|--|---------------------------------|
|   | Derivative<br>Security                      |   |   |  | Securities<br>Acquired            |                     |                 | (Instr.   | 3 and 4)                |  | Owne<br>Follo                   |
|   |   |   |   |  | (A) or<br>Disposed                |                     |                 |   |                         |  | Repo<br>Trans                   |
|   |   |   |   |  | of (D)<br>(Instr. 3,<br>4, and 5) |                     |                 |   |                         |  | (Instr                          |
|   |   |   |   |  | 4, and 3)                         |                     |                 |   | Amount                  |  |                                 |
|   |   |   |   |  |                                   | Date<br>Exercisable | Expiration Date | Title   | or<br>Number<br>of      |  |                                 |
|   |   |   |   | Code V                                 | (A) (D)                           |                     |                 |   | Shares                  |  |                                 |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHNEIDER PHILLIP M

GEN-PROBE INCORPORATED
10210 GENETIC CENTER DRIVE

## **Signatures**

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

SAN DIEGO, CA 92121

04/03/2006

\*\*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) Quarterly Restricted Stock award granted under the Gen-Probe Incorporated 2003 Incentive Award Plan in connection with Board service.

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.

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