DeWalt Diana Form 4 September 02, 2011

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

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Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

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

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DeWalt Diana

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GEN PROBE INC [GPRO]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

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

Director

10% Owner Other (specify

GEN-PROBE

INCORPORATED, 10210

X_ Officer (give title below)

09/01/2011

Senior VP, Human Resources

GENETIC CENTER DRIVE

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN DIEGO, CA 92121

		Tuble 1 Tion Bellium to Securities Hequiton, 2 is possessed of, or Bellium, 5 instead								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
		•					Following	(Instr. 4)	(Instr. 4)	
							Reported			
					(A)		Transaction(s)			
			G 1 17		or	ъ.	(Instr. 3 and 4)			
			Code V	Amount	(D)	Price				
Common	09/01/2011		M	3,000	٨	\$	16 224	D		
Stock	09/01/2011		IVI	3,000	A	38.51	16,324	D		
Common	00/01/2011		C	2 000	Ъ	¢ 60 5	12 224	D		
Stock	09/01/2011		3	3,000	ט	\$ 00.5	13,324	ט		
Common Stock	09/01/2011		S	3,000	D	\$ 60.5	13,324	D		

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.

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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. Transactic Code (Instr. 8)	5. Number on 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
Stock Option (Right to Buy)	\$ 38.51	09/01/2011		M	3,000	<u>(1)</u>	08/17/2016	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeWalt Diana

GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE

SAN DIEGO, CA 92121

Senior VP, Human Resources

8. I De Sec (In

Signatures

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

09/02/2011

**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) 25% of the shares subject to the stock option vested and became exercisable on August 17, 2010 and the remaining shares subject to the stock option vest and become exercisable in equal monthly installments over the 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.

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