

Yang Christina C
Form 4
August 02, 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 *
Yang Christina C

(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)
08/01/2012

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, Reg Affairs & Qual

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/01/2012 | | D | (A) or (D) Code V Amount Price D 12,200 \$ (1) 82.75 | 0 | D | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 54.09 | 08/01/2012 | | D | 32,500 | (2) 05/31/2014 | Common Stock | 32,500 |
| Stock Option (Right to Buy) | \$ 60.82 | 08/01/2012 | | D | 10,000 | (2) 08/15/2014 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 60.15 | 08/01/2012 | | D | 15,000 | (2) 08/15/2015 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 38.51 | 08/01/2012 | | D | 10,791 | (2) 08/17/2016 | Common Stock | 10,791 |
| Stock Option (Right to Buy) | \$ 42.66 | 08/01/2012 | | D | 24,000 | (2) 02/10/2017 | Common Stock | 24,000 |
| Stock Option (Right to Buy) | \$ 63.8 | 08/01/2012 | | D | 20,998 | (2) 02/10/2018 | Common Stock | 20,998 |
| Stock Option (Right to Buy) | \$ 69.22 | 08/01/2012 | | D | 17,321 | (3) 02/10/2019 | Common Stock | 17,321 |
| Performance Stock Rights | \$ 0 | 08/01/2012 | | D | 2,386 | (5) 02/10/2014 | Common Stock | 2,386 |
| Performance Stock Rights | \$ 0 | 08/01/2012 | | D | 7,104 | (6) 02/10/2015 | Common Stock | 7,104 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yang Christina C GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121 | | | Senior VP, Reg Affairs & Qual | |

Signatures

/s/ Andrew S. Greenhalgh,
Attorney-in-Fact

08/02/2012

__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 includes an aggregate of 211 shares of common stock acquired under the Registrant's Employee Stock Purchase Plan since the Reporting Person last filed a Form 4 with the Securities and Exchange Commission.

This stock option was canceled pursuant to the Agreement and Plan of Merger, dated as of April 29, 2012, by and among the Registrant, Hologic, Inc. ("Hologic"), and Gold Acquisition Corp. (the "Merger Agreement"), in exchange for a payment in cash, without interest and

- (2) less the amount of any required tax withholding, equal to the product of: (i) the excess of \$82.75 (the per share merger consideration pursuant to the Merger Agreement) over the exercise price of the stock option; and (ii) the number of shares of common stock of the Registrant underlying the stock option.

- (3) 25% of the shares subject to the stock option vest on February 10, 2013, and the remaining shares vest in equal monthly installments over the following three years.

Pursuant to the Merger Agreement, these options were assumed by Hologic and converted into options to acquire that number of shares of Hologic common stock which is equal to the number of shares of common stock of the Registrant subject to such options immediately prior to the merger multiplied by 4.51174963 with a per share exercise price equal to the quotient determined by dividing the per share exercise price of such options immediately prior to the merger by 4.51174963.

- (4)

The performance stock rights were canceled pursuant to the Merger Agreement and converted into the right to receive a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) \$82.75 (the per share merger consideration pursuant to the Merger Agreement); and (ii) 3,579 (which amount equals 150% of the target number of shares of common stock of the Registrant underlying the performance stock rights).

- (5)

The performance stock rights were canceled pursuant to the Merger Agreement and converted into the right to receive a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) \$82.75 (the per share merger consideration pursuant to the Merger Agreement); and (ii) 5,328 (which amount equals 150% of the target number of shares of common stock of the Registrant underlying the performance stock rights).

- (6)

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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