SCHNEIDER PHILLIP M
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
SCHNEIDER PHILLIP M

(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)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2012		D		10,995	D	$ 82.75	0	D	

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

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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. 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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 41.94	08/01/2012		D			10,000	(1)	06/01/2014	Common Stock	10,000	
Stock Option (Right to Buy)	$ 43.55	08/01/2012		D			10,000	(1)	05/20/2015	Common Stock	10,000	$
Stock Option (Right to Buy)	$ 54.09	08/01/2012		D			10,000	(1)	05/31/2014	Common Stock	10,000	
Stock Option (Right to Buy)	$ 57.75	08/01/2012		D			7,500	(1)	05/15/2015	Common Stock	7,500	
Stock Option (Right to Buy)	$ 43.24	08/01/2012		D			7,500	(1)	05/14/2016	Common Stock	7,500	
Stock Option (Right to Buy)	$ 45.65	08/01/2012		D			7,500	(1)	05/13/2017	Common Stock	7,500	$
Stock Option (Right to Buy)	$ 82.87	08/01/2012		D			7,500	(2)	05/19/2018	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER PHILLIP M GEN-PROBE INCORPORATED	X			

10210 GENETIC CENTER DRIVE
SAN DIEGO, CA 92121

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) 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., and Gold Acquisition Corp. (the "Merger Agreement"), in exchange for a payment in cash, without interest and 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 option; and (ii) the number of shares of common stock of the Registrant underlying the stock option.

(2) In accordance with the terms of the Merger Agreement, this stock option was canceled for no value because the exercise price of the stock option exceeded the per share merger consideration of $82.75.

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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