

KACIAN DANIEL L

Form 4

April 12, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KACIAN DANIEL L

(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)
04/08/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Exec. VP, Chief Scientist

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	04/08/2005		M		20,978	A	\$ 12.29	20,978 <u>(2)</u>	D
Common Stock	04/08/2005		S ⁽¹⁾		1,200	D	\$ 50.15	19,778 <u>(2)</u>	D
Common Stock	04/08/2005		S ⁽¹⁾		100	D	\$ 50.14	19,678 <u>(2)</u>	D
Common Stock	04/08/2005		S ⁽¹⁾		200	D	\$ 50.13	19,478 <u>(2)</u>	D
Common Stock	04/08/2005		S ⁽¹⁾		500	D	\$ 50.12	18,978 <u>(2)</u>	D

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Common Stock	04/08/2005	S ⁽¹⁾	500	D	\$ 50.08	18,478 ⁽²⁾	D
Common Stock	04/08/2005	S ⁽¹⁾	100	D	\$ 50.07	18,378 ⁽²⁾	D
Common Stock	04/08/2005	S ⁽¹⁾	100	D	\$ 50.06	18,278 ⁽²⁾	D
Common Stock	04/08/2005	S ⁽¹⁾	300	D	\$ 50.05	17,978 ⁽²⁾	D
Common Stock	04/08/2005	S ⁽¹⁾	100	D	\$ 50.04	17,878 ⁽²⁾	D
Common Stock	04/08/2005	S ⁽¹⁾	16,900	D	\$ 50	978 ⁽²⁾	D

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.29	04/08/2005		M		15,694		<u>(3)</u>	09/01/2011	Common Stock	15,694
Employee Stock Option (Right to Buy)	\$ 12.29	04/08/2005		M		4,306		<u>(5)</u>	06/01/2012	Common Stock	4,306

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KACIAN DANIEL L GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121			Exec. VP, Chief Scientist	

Signatures

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

04/12/2005

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2005.
- (2) Includes 978 shares acquired under the Gen-Probe Incorporated Employee Stock Purchase Plan from 6/20/03 through 12/31/04.
- (3) Option vests as follows: 25% vest on 9/1/02; 1/48th vesting monthly following three years.
- (4) On September 5, 2003, the Issuer declared a 100% stock dividend, payable to all record holders of the Issuer's common stock on September 16, 2003. The dividend shares were issued on September 30, 2003.
- (5) Option vests as follows: 25% vest on 6/1/03; 1/48th vesting monthly 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.
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