

NORDHOFF HENRY L  
 Form 4  
 February 09, 2005

**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 \*  
 NORDHOFF HENRY 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)  
 02/07/2005

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)  
 President & CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/07/2005		M		4,000	A	\$ 12.29 49,458 D
Common Stock	02/07/2005		S <sup>(1)</sup>		300	D	\$ 49.3 49,158 D
Common Stock	02/07/2005		S <sup>(1)</sup>		1,500	D	\$ 49.29 47,658 D
Common Stock	02/07/2005		S <sup>(1)</sup>		100	D	\$ 49.26 47,558 D
Common Stock	02/07/2005		S <sup>(1)</sup>		400	D	\$ 49.25 47,158 D

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Common Stock	02/07/2005	S <sup>(1)</sup>	200	D	\$ 49.22	46,958	D
Common Stock	02/07/2005	S <sup>(1)</sup>	500	D	\$ 49.2	46,458	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.09	46,358	D
Common Stock	02/07/2005	S <sup>(1)</sup>	300	D	\$ 49.07	46,058	D
Common Stock	02/07/2005	S <sup>(1)</sup>	200	D	\$ 49.06	45,858	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.05	45,758	D
Common Stock	02/07/2005	S <sup>(1)</sup>	61	D	\$ 49.04	45,697	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.03	45,597	D
Common Stock	02/07/2005	S <sup>(1)</sup>	100	D	\$ 49.02	45,497	D
Common Stock	02/07/2005	S <sup>(1)</sup>	39	D	\$ 49.01	45,458	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)	8. Amount or Number of Shares
Employee Stock Option	\$ 12.29	02/07/2005		M	4,000	<u>(2)</u> 06/01/2012	Common Stock	4,000

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDHOFF HENRY L GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	X		President & CEO	

## Signatures

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

02/07/2005

\_\_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 September 15, 2003.
  - (2) Option vests as follows: 25% vest on 6/1/03; 1/48th vesting monthly following three years.

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