

MIMMS LARRY
Form 4
February 24, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIMMS LARRY

(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)
02/22/2005

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)
VP, Strat. Plan & Bus. Dev.

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	02/22/2005		M		12,545	A	\$ 12.29	23,685	D
Common Stock	02/22/2005		M		520	A	\$ 13.655	24,205	D
Common Stock	02/22/2005		S		3,500	D	\$ 49.8	20,705	D
Common Stock	02/22/2005		S ⁽¹⁾		400	D	\$ 49.81	20,305	D
Common Stock	02/22/2005		S		300	D	\$ 50.18	20,005	D

Edgar Filing: MIMMS LARRY - Form 4

Common Stock	02/22/2005	S	3,300	D	\$ 50.17	16,705	D
Common Stock	02/22/2005	S	450	D	\$ 50.15	16,255	D
Common Stock	02/22/2005	S	1,300	D	\$ 50.14	14,955	D
Common Stock	02/22/2005	S	100	D	\$ 50.13	14,855	D
Common Stock	02/22/2005	S	100	D	\$ 50.12	14,755	D
Common Stock	02/22/2005	S	350	D	\$ 50.06	14,405	D
Common Stock	02/22/2005	S	100	D	\$ 50.01	14,305	D
Common Stock	02/22/2005	S	2,864	D	\$ 50	11,441	D
Common Stock	02/22/2005	S	600	D	\$ 49.97	10,841	D
Common Stock	02/22/2005	S	2,000	D	\$ 49.88	8,841	D
Common Stock	02/22/2005	S	100	D	\$ 49.86	8,741	D
Common Stock	02/22/2005	S	200	D	\$ 49.84	8,541	D
Common Stock	02/22/2005	S	1	D	\$ 49.83	8,540	D
Common Stock	02/22/2005	S	300	D	\$ 49.82	8,240	D
Common Stock	02/22/2005	S	600	D	\$ 49.8	7,640	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	--	--	---

Edgar Filing: MIMMS LARRY - Form 4

Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Code	V (A)	(D)						
Employee Stock Option (Right to Buy)	\$ 13.655	02/22/2005	M		520	<u>(2)</u>	08/17/2010	Common Stock	520
Employee Stock Option (Right to Buy)	\$ 12.29	02/22/2005	M		1,832	<u>(3)(4)</u>	09/01/2011	Common Stock	1,832
Employee Stock Option (Right to Buy)	\$ 12.29	02/22/2050	M		10,713	<u>(5)</u>	06/01/2012	Common Stock	10,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIMMS LARRY GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121			VP, Strat. Plan & Bus. Dev.	

Signatures

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

02/23/2005

__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 17, 2004.
- (2) Option vests as follows: 25% vest on 8/17/01; 1/36th vesting monthly following two years.
- (3) Option vests as follows: 25% vest on 9/1/02; 1/48th vesting monthly following three years.
- (4) The Date Exercisable was incorrectly reported on the last Form 4 filed for the reporting person, and has been adjusted herein to reflect the accurate date exercisable.

Edgar Filing: MIMMS LARRY - Form 4

(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.

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.