

KACIAN DANIEL L
Form 4
April 12, 2005

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 *
KACIAN DANIEL L

2. Issuer Name and Ticker or Trading Symbol
GEN PROBE INC [GPRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
GEN-PROBE
INCORPORATED, 10210
GENETIC CENTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2005

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	04/08/2005		M	20,978	A	\$ 12.29	20,978 ⁽²⁾ D
Common Stock	04/08/2005		S ⁽¹⁾	1,200	D	\$ 50.15	19,778 ⁽²⁾ D
Common Stock	04/08/2005		S ⁽¹⁾	100	D	\$ 50.14	19,678 ⁽²⁾ D
Common Stock	04/08/2005		S ⁽¹⁾	200	D	\$ 50.13	19,478 ⁽²⁾ D
Common Stock	04/08/2005		S ⁽¹⁾	500	D	\$ 50.12	18,978 ⁽²⁾ 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.

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.

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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)	Amount or Number of Shares	
				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	⁽³⁾ 09/01/2011	Common Stock	15,694	
Employee Stock Option (Right to Buy)	\$ 12.29	04/08/2005		M	4,306	⁽⁵⁾ 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. 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.