

GEN PROBE INC
Form 3
March 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GARGAN PAUL E
(Last) (First) (Middle)

GEN-PROBE
INCORPORATED,Â 10210
GENETIC CENTER DRIVE
(Street)

SAN DIEGO,Â CAÂ 92121
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/02/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP, Business Dev.

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,697	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	08/15/2013	Common Stock	4,342	\$ 29.525	D	Â
Employee Stock Option (Right to Buy)	Â (1)	09/13/2014	Common Stock	1,910	\$ 36.59	D	Â
Employee Stock Option (Right to Buy)	Â (2)	10/17/2015	Common Stock	6,250	\$ 42.5	D	Â
Employee Stock Option (Right to Buy)	Â (3)	08/15/2013	Common Stock	15,000	\$ 49.29	D	Â
Employee Stock Option (Right to Buy)	Â (4)	08/15/2014	Common Stock	18,000	\$ 60.82	D	Â
Employee Stock Option (Right to Buy)	Â (5)	08/15/2015	Common Stock	13,500	\$ 60.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARGAN PAUL E GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	Â	Â	Â SVP, Business Dev.	Â

Signatures

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

03/12/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 stock option is fully vested and exercisable.
- (2) 4,250 of the shares subject to the stock option are exercisable as of the date hereof. The remaining shares vest in equal monthly installments, such that the option will be fully vested and exercisable on 10/17/09.
- (3) 9,375 of the shares subject to the stock option are exercisable as of the date hereof. The remaining shares vest in equal monthly installments, such that the option will be fully vested and exercisable on 8/15/10.
- (4) 6,750 of the shares subject to the stock option are exercisable as of the date hereof. The remaining shares vest in equal monthly installments, such that the option will be fully vested and exercisable on 8/15/11.
- (5) 25% of the shares subject to the stock option vest and become exercisable on 8/15/09. Thereafter, the remaining shares vest in 36 equal monthly installments, such that the option will be fully vested and exercisable on 8/15/12.

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.