

NORDHOFF HENRY L  
Form 4  
January 15, 2010

**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 \*  
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)  
01/13/2010

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)

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 Indirect Beneficial Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |         |   |  |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |         |   |  |
| Common Stock                    | 01/13/2010                           |  | M                              |   | 8,300   | A  | \$ 29.525   | 130,026 | D |  |
| Common Stock                    | 01/13/2010                           |  | S <sup>(1)</sup>               |   | 8,300   | D  | \$ 44.95  | 121,726 | D |  |
| Common Stock                    | 01/14/2010                           |  | M                              |   | 68,626  | A  | \$ 29.525   | 190,352 | D |  |
| Common Stock                    | 01/14/2010                           |  | S <sup>(1)</sup>               |   | 68,626  | D  | \$ 44.95  | 121,726 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 29.525  | 01/13/2010                           |  | M                              | 8,300   | (2) 05/17/2010(3)  | Common Stock  | 8,300                      |
| Stock Option (Right to Buy)                | \$ 29.525  | 01/14/2010                           |  | M                              | 68,626  | (2) 05/17/2010(3)  | Common Stock  | 68,626                     |

## Reporting Owners

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

## Signatures

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

01/15/2010

\*\*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 August 31, 2009, as amended on December 14, 2009.

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- (2) The Stock Option became fully vested and exercisable as of August 15, 2007.

In accordance with the terms of the applicable stock option agreements, the Reporting Person must exercise all outstanding stock options

- (3) issued to him prior to February 7, 2007 on or before May 17, 2010 (the first anniversary of his retirement as Chief Executive Officer) or all such stock options will expire.

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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