**GEN PROBE INC** Form 4

February 14, 2011

## FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Jorgine Ellerbrock

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GEN PROBE INC [GPRO]

02/10/2011

(Check all applicable)

(Last) (First) (Middle)

(Zip)

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

Director 10% Owner X\_ Officer (give title Other (specify

Senior VP, Operations

C/O GEN-PROBE INCORPORATED, 10210 **GENETIC CENTER DRIVE** 

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

SAN DIEGO, CA 92121

(City)

|                     |                     |                  |  |              |       |            |                            | ,            | -,                     |
|---------------------|---------------------|------------------|--|--------------|-------|------------|----------------------------|--------------|------------------------|
| 1.Title of          | 2. Transaction Date | 3.               | 4. Securities Acquired                 |              |       |            | 6. Ownership Form: Direct  |              |                        |
| Security (Instr. 3) | (Month/Day/Year)    | · ·              | Transaction(A) or Disposed of Code (D) |              |       | u oi       | Securities<br>Beneficially | (D) or       | Indirect<br>Beneficial |
| (Ilisu. 3)          |                     | any              |  | (D)          |       |            | •                          | ` '          |                        |
|                     |                     | (Month/Day/Year) | (Instr. 8)                             | (Instr. 3,   | 4 and | 5)         | Owned                      | Indirect (I) | Ownership              |
|                     |                     |                  |  |              |       |            | Following                  | (Instr. 4)   | (Instr. 4)             |
|                     |                     |                  |  |              |       |            | Reported                   |              |                        |
|                     |                     |                  |  |              | (A)   |            | Transaction(s)             |              |                        |
|                     |                     |                  |  |              | or    |            | (Instr. 3 and 4)           |              |                        |
|                     |                     |                  | Code V                                 | Amount       | (D)   | Price      | (1113ti. 3 and 4)          |              |                        |
| Common<br>Stock     | 02/10/2011          |                  | A                                      | 1,615<br>(1) | A     | \$0        | 8,202 (2)                  | D            |                        |
| Common<br>Stock     | 02/10/2011          |                  | F(3)                                   | 207          | D     | \$<br>63.8 | 7,995                      | D            |                        |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc | cisable and     | 7. Title           | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-----------------|--------------------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D  | ate             | Amount             | t of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/   | Year)           | Underly            | ing    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e             |                 | Securitie          | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities |               |                 | (Instr. 3          | and 4) |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |               |                 |                    |        |             | Follo  |
|             | •           |                     |                    |                   | (A) or     |               |                 |                    |        |             | Repo   |
|             |             |                     |                    |                   | Disposed   |               |                 |                    |        |             | Trans  |
|             |             |                     |                    |                   | of (D)     |               |                 |                    |        |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |               |                 |                    |        |             |        |
|             |             |                     |                    |                   | 4, and 5)  |               |                 |                    |        |             |        |
|             |             |                     |                    |                   |            |               |                 | ^                  | mount  |             |        |
|             |             |                     |                    |                   |            |               |                 |                    | mount  |             |        |
|             |             |                     |                    |                   |            | Date          | Expiration Date | or Title Number of |        |             |        |
|             |             |                     |                    |                   |            | Exercisable   |                 |                    |        |             |        |
|             |             |                     |                    | C + V             | (A) (D)    |               |                 |                    |        |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |               |                 | S                  | hares  |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Jorgine Ellerbrock C/O GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121

Senior VP, Operations

### **Signatures**

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

02/14/2011

\*\*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).
- The amount reported reflects shares of the Issuer's common stock issued to the Reporting Person pursuant to performance stock awards granted to the Reporting Person in February 2010. Shares issued to the Reporting Person pursuant to such awards vest one-third on the date of issuance, one-third on the first anniversary of the date of issuance and one-third on the second anniversary of the date of issuance, so long as the Reporting Person is employed by the Issuer on each such date.
- The amount reported includes an aggregate of 87 shares of common stock acquired under the Gen-Probe Incorporated Employee Stock Purchase Plan since the Reporting Person last filed a Form 4 with the Securities and Exchange Commission.
- Withholding of stock to satisfy tax withholding obligation upon vesting of one-third of the shares issued to the Reporting Person as (3) described herein.

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.

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