

KACIAN DANIEL L
Form 4
January 06, 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 *
KACIAN DANIEL 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)
01/04/2010

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)
Exec. VP, Chief Scientist

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/04/2010		M		24,251	A	\$ 12.29
Common Stock	01/04/2010		M		36,749	A	\$ 13.655
Common Stock	01/04/2010		M		70,000	A	\$ 29.525
Common Stock	01/04/2010		S ⁽¹⁾		88,928	A	\$ 43.0136
							⁽²⁾

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.29	01/04/2010		M	9,544	<u>(3)</u> 09/01/2011	Common Stock	9,544
Stock Option (Right to Buy)	\$ 12.29	01/04/2010		M	14,707	<u>(4)</u> 06/01/2012	Common Stock	14,707
Stock Option (Right to Buy)	\$ 13.655	01/04/2010		M	36,749	<u>(5)</u> 08/17/2010	Common Stock	36,749
Stock Option (Right to Buy)	\$ 29.525	01/04/2010		M	70,000	<u>(6)</u> 08/15/2013	Common Stock	70,000

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

01/06/2010

__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 exercise of options to purchase an aggregate of 88,928 shares of common stock of the issuer and the sale of such shares of common stock were in each case effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 18, 2009.
This transaction was executed in multiple trades at prices ranging from \$42.78 to \$43.26. The price reported above reflects the weighted average sale price for these transactions. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the reported transactions were effected.
- (2) The stock option became fully vested and exercisable as of September 1, 2005.
- (3) The stock option became fully vested and exercisable as of June 1, 2006.
- (4) The stock option became fully vested and exercisable as of August 17, 2004.
- (5) The stock option became fully vested and exercisable as of August 15, 2007.
- (6) The stock option became fully vested and exercisable as of August 15, 2007.

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.