

SOFAER ABRAHAM D
Form 4
August 10, 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 *
SOFAER ABRAHAM D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GEN-PROBE
INCORPORATED, 10210
GENETIC CENTER DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SAN DIEGO, CA 92121

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/06/2010 | | M | | 20,000 | A | \$ 6.75 32,458 |
| Common Stock | 08/06/2010 | | M | | 10,000 | A | \$ 19.185 42,458 |
| Common Stock | 08/06/2010 | | S ⁽¹⁾ | | 17,965 | D | \$ 48.52 24,493 |
| Common Stock | | | | | | | 1,000 |
| | | | | | | | I |
| | | | | | | | 1,000 |
| | | | | | | | I |

See Footnote (2)

| | | | | |
|--------------|--|-------|---|------------------|
| Common Stock | | | | See Footnote (3) |
| Common Stock | | 1,000 | I | See Footnote (4) |
| Common Stock | | 1,000 | I | See Footnote (5) |
| Common Stock | | 1,000 | I | See Footnote (6) |

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.

SEC 1474 (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 6.75 | 08/06/2010 | | M | 20,000 | (7) 09/18/2012 | Common Stock | 20,000 | |
| Stock Options (Right to Buy) | \$ 19.185 | 08/06/2010 | | M | 10,000 | (8) 05/30/2013 | Common Stock | 10,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SOFAER ABRAHAM D
GEN-PROBE INCORPORATED
10210 GENETIC CENTER DRIVE
SAN DIEGO, CA 92121

X

Signatures

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

08/10/2010

__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).

This transaction was executed in multiple trades at prices ranging from \$48.45 to \$48.548. 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.

- (1) 12/17/80 Trust FBO Michael J. Sofaer.
- (2) 6/18/81 Trust FBO Helen R. Sofaer.
- (3) 12/28/84 Trust FBO Joseph S. Sofaer.
- (4) 12/30/86 Trust FBO Aaron R. Sofaer.
- (5) 12/25/90 Trust FBO Raphael J. Sofaer.
- (6) The stock option became fully vested and exercisable on September 1, 2005.
- (7) The stock option became fully vested and exercisable on May 30, 2006.

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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