

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
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### REPORTING OWNER

#### **FREIBERG GLEN PAUL**

CIK: **1230316**

Type: **4** | Act: **34** | File No.: **001-31279** | Film No.: **06514186**

Mailing Address

*GEN PROBE INC*

*10210 GENETIC CENTER DR*

*SAN DIEGO CA 92121*

### ISSUER

#### **GEN PROBE INC**

CIK: **820237** | IRS No.: **330044608** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **8731** Commercial physical & biological research

Mailing Address

*10210 GENETIC CENTER DR*

*SAN DIEGO CA 92121*

Business Address

*10210 GENETIC CENTER DR.*

*SAN DIEGO CA 92121*

*8584108000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>FREIBERG GLEN PAUL</b>			2. Issuer Name and Ticker or Trading Symbol <b>GEN PROBE INC [GPRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Reg. &amp; Gov. Affairs</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
GEN-PROBE INCORPORATED, 10210 GENETIC CENTER DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SAN DIEGO, CA 92121</b>								
(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	01/03/2006		M		2,125	A	\$12.29	8,725	D	
Common Stock	01/03/2006		M		943	A	\$13.655	9,668	D	
Common Stock	01/03/2006		M		16,432	A	\$29.525	26,100	D	
Common Stock	01/03/2006		S		19,500	D	\$50	6,600	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$29.525	01/03/2006		M			16,432	(L)	08/15/2013	Common Stock	16,432	\$ 0	23,568	D	

Employee Stock Option (Right to Buy)	\$12.29	01/03/2006		<u>M</u>		239	(2)	09/01/2011	Common Stock	239	\$ 0	318	D
Employee Stock Option (Right to Buy)	\$13.655	01/03/2006		<u>M</u>		943	(3)	10/01/2011	Common Stock	943	\$ 0	1,572	D
Employee Stock Option (Right to Buy)	\$12.29	01/03/2006		<u>M</u>		1,886	(4)	06/01/2012	Common Stock	1,886	\$ 0	8,173	D

**Explanation of Responses:**

1. Option vests as follows: 25% vested on 8/15/04; and 1/48th vest monthly over the following three years.
2. Option vests as follows: 25% vested on 9/1/02; 1/48th vest monthly over the following three years.
3. Option vests as follows: 25% vested on 10/1/02; 1/48th vest monthly over the following three years.
4. Option vests as follows: 25% vested on 6/1/03; 1/48th vest monthly over the following three years.

**Signatures**

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

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

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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