

FREIBERG GLEN PAUL  
Form 4  
January 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**FREIBERG GLEN PAUL**

(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)  
**01/03/2006**

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)  
**VP, Reg. & Gov. Affairs**

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		
Common Stock	01/03/2006		M	A	\$ 12.29 8,725	D	
Common Stock	01/03/2006		M	A	\$ 13.655 9,668	D	
Common Stock	01/03/2006		M	A	\$ 29.525 26,100	D	
Common Stock	01/03/2006		S	D	\$ 50 6,600	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.

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.525	01/03/2006		M	16,432	<u>(1)</u> 08/15/2013	Common Stock	16,432
Employee Stock Option (Right to Buy)	\$ 12.29	01/03/2006		M	239	<u>(2)</u> 09/01/2011	Common Stock	239
Employee Stock Option (Right to Buy)	\$ 13.655	01/03/2006		M	943	<u>(3)</u> 10/01/2011	Common Stock	943
Employee Stock Option (Right to Buy)	\$ 12.29	01/03/2006		M	1,886	<u>(4)</u> 06/01/2012	Common Stock	1,886

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREIBERG GLEN PAUL GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE			VP, Reg. & Gov. Affairs	

SAN DIEGO, CA 92121

## Signatures

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

01/05/2006

\_\_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) 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.

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.