**GEN PROBE INC** Form 4

February 14, 2012

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

obligations may continue. See Instruction 1(b).

Form 5

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 \* **HULL CARL** 

> (First) (Middle)

(Last)

**GEN-PROBE** INCORPORATED, 10210 **GENETIC CENTER DRIVE** 

(Street)

SAN DIEGO, CA 92121

2. Issuer Name and Ticker or Trading

Symbol

GEN PROBE INC [GPRO]

3. Date of Earliest Transaction (Month/Day/Year) 02/10/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

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

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

6. Ownership

Form: Direct

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

5. Amount of

Securities

Beneficially

Issuer

below)

\_X\_\_ Director

X\_ Officer (give title

(State) (Zip) (City)

2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Disposed of (D)

Owned Following (A)

or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

1. Title of Derivative

1. Title of

Security

(Instr. 3)

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amoun Underlying Securiti

#### Edgar Filing: GEN PROBE INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)	(Month/Day/Year)		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Options (Right to Buy)	\$ 69.22	02/10/2012		A		110,000		<u>(1)</u>	02/10/2019	Common Stock	110,
Performance Stock Rights	<u>(2)</u>	02/10/2012		A		40,000		(2)	02/10/2015	Common Stock	40,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
HULL CARL GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	X		Chairman and CEO			

## **Signatures**

/s/ R. William Bowen, Attorney-in-Fact 02/14/2012

\*\*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) 25% of the shares subject to the stock option vest on February 10, 2013, and the remaining shares vest in equal monthly installments over the following three years.
  - The amount reported reflects the maximum number of shares of Issuer common stock that may be issued to the Reporting Person based on the Issuer's adjusted relative stockholder return over a three-year performance period commencing on February 10, 2012. Shares
- subject to performance stock rights vest and may be issued to the Reporting Person as follows: one-third of the shares vest and may be issued to the Reporting Person on each of the first anniversary, second anniversary and third anniversary of the performance stock right grant date, so long as the Reporting Person is employed by or a director of the Issuer on each such date. Based on actual achievement, the Reporting Person may receive between 0% and 100% of the number of shares of Issuer common stock reported 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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