

DeWalt Diana  
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  
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

## OMB APPROVAL

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Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeWalt Diana

(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)  
02/10/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Senior VP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/10/2012                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>\$ 0                               | 17,059 (2)                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/10/2012                              |                                                             | F(3)                                    | 496<br>D<br>\$ 69.22                                                    | 16,563                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/10/2012                              |                                                             | F(4)                                    | 214<br>D<br>\$ 69.22                                                    | 16,349                                                                                                             | 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**

SEC 1474  
(9-02)

**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 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 Security (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Performance Stock Rights                   | \$ 0                                                   | 02/10/2012                           |                                                    | A                              |                                                                                         | 228<br>(5)                                               |     | 02/10/2012                                                  | 02/10/2014      | Common Stock | 228                        |
| Performance Stock Rights                   | \$ 0                                                   | 02/10/2012                           |                                                    | M                              |                                                                                         | 1,430<br>(1)                                             |     | (6)                                                         | 02/10/2014      | Common Stock | 1,430                      |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| DeWalt Diana<br>GEN-PROBE INCORPORATED<br>10210 GENETIC CENTER DRIVE<br>SAN DIEGO, CA 92121 | Senior VP, Human Resources       |

## 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) The amount reported reflects shares of the Issuer's common stock issued to the Reporting Person pursuant to performance stock rights granted to the Reporting Person in February 2011.
- (2) The amount reported includes an aggregate of 180 shares of common stock acquired under the Gen-Probe Incorporated Employee Stock Purchase Plan since the Reporting Person last filed a Form 4 with the Securities and Exchange Commission.
- (3) Withholding of stock to satisfy tax withholding obligation upon vesting of shares issued to the Reporting Person as described herein.
- (4) Withholding of stock to satisfy tax withholding obligation upon vesting of shares previously issued to the Reporting Person.
- (5) Represents additional shares subject to the performance stock rights awarded to the Reporting Person in February 2012 based on actual achievement.

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- (6) Remaining shares subject to the performance stock rights vest and may be issued to the Reporting Person in February 2013 and February 2014 based on the Issuer's adjusted relative stockholder return during the applicable performance periods.

- The amount reported reflects the remaining target number of shares of Issuer common stock that may be issued to the Reporting Person
- (7) based on the Issuer's adjusted relative stockholder return for the remaining performance periods. Based on actual achievement, the Reporting Person may receive between 0% and 200% of the remaining target 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.

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