

HANSEN BRIAN B

Form 4

August 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANSEN BRIAN B

(Last) (First) (Middle)

C/O 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)
08/01/2012

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)

SVP, Global Sales & Service

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	08/01/2012		D		8,584	D	\$ 82.75
					0		D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 48.79	08/01/2012		D		9,350		<u>(1)</u>	01/03/2016	Common Stock	9,350
Stock Option (Right to Buy)	\$ 60.82	08/01/2012		D		16,000		<u>(1)</u>	08/15/2014	Common Stock	16,000
Stock Option (Right to Buy)	\$ 60.15	08/01/2012		D		13,000		<u>(1)</u>	08/15/2015	Common Stock	13,000
Stock Option (Right to Buy)	\$ 38.51	08/01/2012		D		7,350		<u>(1)</u>	08/17/2016	Common Stock	7,350
Stock Option (Right to Buy)	\$ 42.66	08/01/2012		D		16,313		<u>(1)</u>	02/10/2017	Common Stock	16,313
Stock Option (Right to Buy)	\$ 63.8	08/01/2012		D		9,563		<u>(1)</u>	02/10/2018	Common Stock	9,563
Stock Option (Right to Buy)	\$ 62.5	08/01/2012		D		3,188		<u>(1)</u>	02/22/2018	Common Stock	3,188
Stock Option (Right to Buy)	\$ 69.22	08/01/2012		D		16,623		<u>(2)</u>	02/10/2019	Common Stock	16,623
Performance Stock Rights	\$ 0	08/01/2012		D		1,087		<u>(4)</u>	02/10/2014	Common Stock	1,087
Performance Stock Rights	\$ 0	08/01/2012		D		363		<u>(5)</u>	02/22/2014	Common Stock	363
Performance Stock Rights	\$ 0	08/01/2012		D		6,816		<u>(6)</u>	02/10/2015	Common Stock	6,816

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

HANSEN BRIAN B
C/O GEN-PROBE INCORPORATED
10210 GENETIC CENTER DRIVE
SAN DIEGO, CA 92121

SVP, Global Sales & Service

Signatures

/s/ Andrew S. Greenhalgh,
Attorney-in-Fact

08/02/2012

__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).

This stock option was canceled pursuant to the Agreement and Plan of Merger, dated as of April 29, 2012, by and among the Registrant, Hologic, Inc. ("Hologic"), and Gold Acquisition Corp. (the "Merger Agreement"), in exchange for a payment in cash, without interest and

(1) less the amount of any required tax withholding, equal to the product of: (i) the excess of \$82.75 (the per share merger consideration pursuant to the Merger Agreement) over the exercise price of the stock option; and (ii) the number of shares of common stock of the Registrant underlying the stock option.

(2) 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.

Pursuant to the Merger Agreement, these options were assumed by Hologic and converted into options to acquire that number of shares of

(3) Hologic common stock which is equal to the number of shares of common stock of the Registrant subject to such options immediately prior to the merger multiplied by 4.51174963 with a per share exercise price equal to the quotient determined by dividing the per share exercise price of such options immediately prior to the merger by 4.51174963.

The performance stock rights were canceled pursuant to the Merger Agreement and converted into the right to receive a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) \$82.75 (the per share merger consideration pursuant to the Merger Agreement); and (ii) 1,630 (which amount equals 150% of the target number of shares of common stock of the Registrant underlying the performance stock rights).

(4) The performance stock rights were canceled pursuant to the Merger Agreement and converted into the right to receive a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) \$82.75 (the per share merger consideration pursuant to the Merger Agreement); and (ii) 544 (which amount equals 150% of the target number of shares of common stock of the Registrant underlying the performance stock rights).

(5) The performance stock rights were canceled pursuant to the Merger Agreement and converted into the right to receive a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) \$82.75 (the per share merger consideration pursuant to the Merger Agreement); and (ii) 5,112 (which amount equals 150% of the target number of shares of common stock of the Registrant underlying the performance stock rights).

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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