

GEN PROBE INC  
Form 4  
March 15, 2006

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

(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)  
**03/15/2006**

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 \_\_\_\_ Other (specify  
below) below)

VP, Reg. & Gov. Affairs

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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D)   | Price  |   |   |
| Common Stock                    | 03/15/2006                           |  | M                              |   | 1,784   | A \$ 12.29   | 8,384   | D |
| Common Stock                    | 03/15/2006                           |  | M                              |   | 833   | A \$ 13.655  | 9,217   | D |
| Common Stock                    | 03/15/2006                           |  | S                              |   | 2,617   | D \$ 55.0269   | 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**

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date               | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 12.29   | 03/15/2006                           |  | M                              |   | 318  |     | <u>(1)</u>  | 09/01/2011                    | Common Stock | 318                        |
| Employee Stock Option (Right to Buy)       | \$ 13.655  | 03/15/2006                           |  | M                              |   | 833  |     | <u>(2)</u>  | 10/01/2011                    | Common Stock | 833                        |
| Employee Stock Option (Right to Buy)       | \$ 12.29   | 03/15/2006                           |  | M                              |   | 1,466  |     | <u>(3)</u>  | 06/01/2012                    | Common Stock | 1,466                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| FREIBERG GLEN PAUL<br>GEN-PROBE INCORPORATED<br>10210 GENETIC CENTER DRIVE<br>SAN DIEGO, CA 92121 | VP, Reg. & Gov. Affairs          |

## Signatures

/s/ R. William Bowen,  
Attorney-in-Fact 03/15/2006

\_\_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 9/1/02; 1/48th vest monthly over the following three years.

(2) Option vests as follows: 25% vested on 10/1/02; 1/48th vest monthly over the following three years.

(3) 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.

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