

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

OMB
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(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 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)
Common Stock	02/10/2012		M	(A) or (D) Amount (1) \$ 0	17,059 (2)	D	
Common Stock	02/10/2012		F(3)	496 D \$ 69.22	16,563	D	
Common Stock	02/10/2012		F(4)	214 D \$ 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 (5)		02/10/2012	02/10/2014	Common Stock	228
Performance Stock Rights	\$ 0	02/10/2012		M		1,430 (1)		(6)	02/10/2014	Common Stock	1,430

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeWalt Diana GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE 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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