

HANSEN BRIAN B
Form 3
February 16, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HANSEN BRIAN B

(Last) (First) (Middle)

C/O GEN-PROBE
INCORPORATED,Â 10210
GENETIC CENTER DRIVE

(Street)

SAN DIEGO,Â CAÂ 92121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/08/2012

3. Issuer Name and Ticker or Trading Symbol
GEN PROBE INC [GPRO]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common stock

8,189

D Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	01/03/2016	Common Stock	9,350	\$ 48.79	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	08/15/2014	Common Stock	16,000	\$ 60.82	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	08/15/2015	Common Stock	13,000	\$ 60.15	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	08/17/2016	Common Stock	7,350	\$ 38.51	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	02/10/2017	Common Stock	16,313	\$ 42.66	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	02/10/2018	Common Stock	9,563	\$ 63.8	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	02/22/2018	Common Stock	3,188	\$ 62.5	D	Â
Performance Stock Rights	Â <u>(7)</u>	02/10/2014	Common Stock	1,629	\$ <u>(7)</u>	D	Â
Performance Stock Rights	Â <u>(7)</u>	02/22/2014	Common Stock	543	\$ <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN BRIAN B C/O GEN-PROBE INCORPORATED 10210 GENETIC CENTER DRIVE SAN DIEGO, CA 92121	Â	Â	Â SVP, Global Sales & Service	Â

Signatures

/s/ R. William Bowen,
Attorney-in-Fact

02/16/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully vested and exercisable.

(2) Grant is partially vested and exercisable. 25% of the shares of common stock originally subject to the stock option vested on August 15, 2009, and the remaining shares vest in equal monthly installments over the following three years.

(3)

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Grant is partially vested and exercisable. 25% of the shares of common stock originally subject to the stock option vested on August 17, 2010, and the remaining shares vest in equal monthly installments over the following three years.

- (4) Grant is partially vested and exercisable. 25% of the shares of common stock originally subject to the stock option vested on February 10, 2011, and the remaining shares vest in equal monthly installments over the following three years.
- (5) Grant is partially vested and exercisable. 25% of the shares of common stock originally subject to the stock option vested on February 10, 2012, and the remaining shares vest in equal monthly installments over the following three years.
- (6) 25% of the shares of common stock subject to the stock option vest on February 22, 2012, and the remaining shares vest in equal monthly installments over the following three years.

The amount reported reflects the target 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 January 1, 2011. Shares subject to

- (7) 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 the Issuer on each such date. Based on actual achievement, the Reporting Person may receive between 0% and 200% of the 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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