

HANSEN BRIAN B
Form 4
February 24, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Global Sales & Service

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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		
Common Stock	02/22/2012		M	214 ⁽¹⁾	\$ 0	8,655	D
Common Stock	02/22/2012		F ⁽²⁾	71	\$ 68.18	8,584	D

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

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SEC 1474 (9-02)

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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)
Performance Stock Rights	\$ 0	02/22/2012		A	34 (3)	02/22/2012 02/22/2014	Common Stock 34 (3)
Performance Stock Rights	\$ 0	02/22/2012		M	214 (1)	(4) 02/22/2014	Common Stock 214

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			SVP, Global Sales & Service	

Signatures

/s/ R. William Bowen, 02/24/2012
Attorney-in-Fact

**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) Withholding of stock to satisfy tax withholding obligation upon vesting of shares issued to the Reporting Person as described herein.
- (3) Represents additional shares subject to the performance stock rights awarded to the Reporting Person in February 2012 based on actual achievement.
- (4) 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.
- (5) The amount reported reflects the remaining 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 for the remaining performance periods. Based on actual achievement, the

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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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