Edgar Filing: NEOPROBE CORP - Form 4

Form 4											
February 16, 200											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									9PROVAL 3235-0287		
Check this box if no longer		(usinigion, D.C. 2004)								y 31, 2005	
subject to Section 16. Form 4 or		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						xpires: 20 stimated average urden hours per sponse			
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type Respo	nses)										
1. Name and Address of Reporting Person <u>*</u> WHITLEY J FRANK			2. Issuer Name and Ticker or Trading Symbol NEOPROBE CORP [NEOP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(Check an applicable)				
121 BAY SHORE DRIVE			(Month/Day/Year) 02/15/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
BAY CITY, MI	48706						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	L	
	ansaction Date hth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficia Ownershi (Instr. 4)	1	
Reminder: Report on	a senarate line	e for each el	ass of sec	urities hene	ficially own	ned directly (or indirectly				
Kenninger, Keport of	Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

	Derivative Security			or Disposed (D) (Instr. 3, 4, and 5))) hstr. 3, 4,					
			Code	V	(A) (I	· ·	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 0.68	02/15/2005	A		40,000	(02/15/2006	02/15/2015	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WHITLEY J FRANK 121 BAY SHORE DRIVE BAY CITY, MI 48706	Х						
Signatures							
By: William J. Kelly, Jr., Attorney-in-Fact		02/1	6/2005				
**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.