

GREAT POINT PARTNERS LLC
 Form 4
 January 20, 2005

FORM 4

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

OMB APPROVAL

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

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 *
 GREAT POINT PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
 NEOPROBE CORP [NEOP.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 , 2 PICKWICK PLAZA, SUITE 450
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

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

GREENWICH,, CT 06830

(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)
Common Stock	01/18/2005		P	100,000 A	\$ 0.553 100,000	D (1)	
Common Stock	01/18/2005		P	200,000 A	\$ 0.597 300,000	D (1)	
Common Stock	01/18/2005		P	35,000 A	\$ 0.575 335,000	D (1)	

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: GREAT POINT PARTNERS LLC - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREAT POINT PARTNERS LLC 2 PICKWICK PLAZA, SUITE 450 GREENWICH,, CT 06830		X		
JAY JEFFREY R GREAT POINT PARTNERS, LLC 2 PICKWICK PLAZA, SUITE 750 GREENWICH,, CT 06830		X		

Signatures

GREAT POINT PARTNERS, LLC By: /s/ Dr. Jeffrey R. Jay, M.D. as Senior managing member 01/20/2005

**Signature of Reporting Person Date

/s/ Dr. Jeffrey R. Jay, M.D. 01/20/2005

**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).
- (1) Owned directly by Dr. Jay. Great Point disclaims any beneficial ownership in such shares.

Remarks:

Remarks: This Form 4 is being filed solely to report separately the acquisition of shares beneficially owned by the Reporting Persons that were previously included in the total number of shares beneficially owned in the Form 3 filed by the Report persons on 03/22/2004. That Form 3 is being amended contemporarily with the filing of this Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: GREAT POINT PARTNERS LLC - Form 4

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.