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NEOPROBE CORP
Form 15-12G
December 08, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 0-26520

NEOPROBE CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

425 Metro Place North, Suite 300
Dublin, Ohio 43017
(614) 793-7500
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER
INCLUDING AREA CODE OF REGISTRANT'S
PRINCIPAL EXECUTIVE OFFICES)

Rights to Purchase Series A Junior Participating
Preferred Stock
(TITLE OF EACH CLASS OF SECURITIES
COVERED BY THIS FORM)

Common Stock, par value \$.001 per share
(TITLES OF ALL OTHER CLASSES OF SECURITIES FOR WHICH A DUTY
TO FILE REPORTS UNDER SECTION 13(A) OR 15(D) REMAINS)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 15d-6 | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> | | |

Approximate number of holders of record as of the certification or notice
date: None

Pursuant to the requirements of the Securities Exchange Act of 1934,
Neoprobe Corporation has caused this certification/notice to be signed on its
behalf by the undersigned duly authorized person.

NEOPROBE CORPORATION

Date: December 7, 2005

By: /s/ Brent L. Larson

Brent L. Larson,
Executive Vice President Finance, and

