## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 3

## 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(f) of the Investment Company Act of 1940

1. Name and Addre	ss of Reporti	ng Person*				
Rosenwald, M.D.,						
(Last) (F						
787 Seventh Avenu	e, 48th Floor	• •				
	(Street)					
New York,						
(City) (S	tate)	(Zip)				
2. Date of Event Re						
February 4, 2000						
3. IRS Identification	n Number of	Reporting P	erson, if a	n entity	(Volu	ntary)
4. Issuer Name and	Ticker or Tr	ading Symbo	ol			
Neoprobe Corp. (N						
5. Relationship of F (Check all application)		son to Issuer	•			
_  Director  _  Officer (give tit	X tle below)	10% Owr  _  Othe	ner er (specify	below)		
6. If Amendment, I	Date of Origin					
7. Individual or Join						
_  Form filed by	One Reportin	ng Person				
_  Form filed by	More than Or	ne Reporting	Person			
=======================================						
Table I N	Ion-Derivativ	ve Securities	Beneficia	 lly Own 	ed	
<table> <caption></caption></table>	2.4		wnership			
1. Title of Security (Instr. 4)		int of Securit Beneficially tr. 5)			or ect (I) (Insti	
<s> Common Stock</s>	<c></c>	900,000	<c></c>	I	<c></c>	By Aries Domestic Fund, L.P.(1)

Common Stock		2,100,000	I	By The Ari	es Master	Fund(1)	)

							\* If the Form is fil 5(b)(v).	ed by more tl	nan one Report	ting Person see in	nstruction			
Reminder: Report owned directly or		line for each o	class of securities	sbeneficially										
	Page 1 of	3												
FORM 3 (continue	ed)													
			eficially Owned ertible securities	)										
				5. Owner-										
		3. Title and A	amount of Securi	ties	ship									
Underlying Derivative Security Form  2. Date Exercisable (Instr. 4) Derivation Date														
2.	and Expiration	sable (Ins on Date	ır. 4)	De  4 Conve	nvauve :- Sec	urity.								
		Year)	Amour	nt sion or	Direct	7. Na	ture of							
			or	Exercise (D)	or Inc	direct								
1. Title of Derivati	Date Exp ve Fxer-	ıra- tion	Number	Price of Derivative	ndirect	Benefi	C18l ershin							
Security (Instr. 4	cisable	Date Tit	le Sha	Derivative res Securit	(I) (Inst	r. 5) (	Instr. 5)							
Warrant	02/04/00	12/31/2002	Common Stock	Maste	\$0.74 r Fund(1)		•							
				900,000 Dome L.P.(1	\$0.74 stic Fund,	I								
Explanation of Re	sponses:													
(1) See Attachmen	t A													
/s/ Lindsay A. Ros	enwald		February 8, 20	000										
\*\* 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 provided is insufficient, See Instruction 6 for procedure.

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## ATTACHMENT A

Reporting Person: Lindsay A. Rosenwald, M.D. Issuer: Neoprobe Corporation

Paramount Capital Asset Management, Inc. ("PCAM") is the general partner of each of the Aries Domestic Fund, L.P. ("Aries I") and Aries Domestic Fund II, L.P. ("Aries II"), each a Delaware limited partnership, and also serves as the investment manager of the Aries Master Fund, a Cayman Island exempted company (the "Master Fund"), which also owns securities of the Issuer. Dr. Rosenwald is the chairman and sole stockholder of PCAM. As a result, Dr. Rosenwald and PCAM

may be deemed to have voting and investment control over the securities of the issuer owned by the Aries Funds under Rule 16a-(a)(1) of the Securities Exchange Act of 1934. Dr. Rosenwald and PCAM disclaim beneficial ownership of the securities held by the Aries Funds, except to the extent of its pecuniary interest therein, if any.

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