

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

Rosenwald, M.D., Lindsay A.

(Last) (First) (Middle)

c/o Paramount Capital Asset Management,  
Inc., 787 Seventh Avenue, 48th Floor

(Street)

New York NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Neoprobe Corp. (NEOP)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)

February 2001

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

\* If the Form is filed by more than one Reporting Person, see Instruction  
4(b)(v).

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

<TABLE>  
<CAPTION>

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) Amount or Price (Instr. 3 and 4)	5. Owner- ship Amount of Securities Owned at End of Month (Instr. 4)	6. Beneficially Owned at End of Month (Instr. 4)	7. Nature of Direct or Indirect Beneficial Ownership (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	02/22/01	S	-1,750	D	0.594	By The Aries I Master Fund II(2)
Common Stock	02/28/01	S	-21,000	D	0.510	By The Aries I Master Fund II(2)
Common Stock	02/27/01	S	-750	D	0.594	By Aries Domestic I Fund, L.P.(2)
By Aries Domestic						

Common Stock 02/28/01 S -9,000 D 0.510 5,967,500(1) I Fund, L.P.(2)

</TABLE>

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

Explanation of Responses:

(1) See Attachment A.

(2) 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 II, 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.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conversion of Exer- cise Price	3. Trans- action Code	4. Date (Month/ Day/ Year)	5. Number of Derivative Securities Acquired (Instr. 3 and 4)	6. Date Disposed (Instr. 3 and 4)	7. Expiration Date (Month/ Day/ Year)	8. Underlying Securities Exer- cisable Date	9. Amount of Underlying Securities Exer- cisable Date	10. Owner- ship Deriv- ative Form of Deriv- ative Secur- ities	11. Beneficially Owned at End Month (Instr. 3 and 4)	12. Nature of Direct (D) or Bene- ficially Direct Ownership (I) ship (Instr. 3 and 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Lindsay A. Rosenwald

May 10, 2001

\*\* Signature of Reporting Person

Date

Lindsay A. Rosenwald, M.D.  
Chairman

Paramount Capital Asset  
Management, Inc.  
Investment Manager - Aries  
Master Fund II  
General Partner - Aries  
Domestic Fund, L.P.  
General Partner - Aries  
Domestic Fund II, L.P.

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Attachment A

Securities beneficially owned by Dr. Rosenwald (as of the time of this original filing) are presented on an as-converted basis and consist of the following:

1. Warrants to purchase 2,100,00 shares of Common Stock and 2,077,250 shares of Common Stock owned by The Aries Master Fund II; and
2. Warrants to purchase 900,000 shares of Common Stock and 890,250 shares of Common Stock owned by Aries Domestic Fund, L.P.

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