

Registration No. 333-91462

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 2835 31-1080091
(State or other jurisdiction (Primary standard (IRS employer
of incorporation or industrial identification number)
organization) Classification number)

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367
(614) 793-7500

(Address and telephone number of principal executive offices)

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367

(Address of principal place of business)

Brent L. Larson, Vice President, Finance and Chief Financial Officer
Neoprobe Corporation

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367
(614) 793-7500

(Name, address and telephone number of agent for service)

Copies to:

William J. Kelly, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215
Telephone No. (614) 227-2136
wjkelly@porterwright.com

Approximate date of commencement of proposed sale to the public: Not Applicable

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Proposed Maximum
------------------------	------------------

Securities to be Registered	Proposed Amount to be Registered	Offering Price Per Share (1)	Proposed Maximum Offering Price (1)	Amount of Registration Fee
<S> Common Stock, \$.001 par value.....	<C> 6,620,062(2)	<C> \$ 0.18	<C> \$2,124,101	<C> \$440.13*

</TABLE>

- (1) Estimated with respect to the shares originally registered solely for the purpose of calculating the registration fee pursuant to Rule 457.
- (2) Represents shares of common stock held directly by 14 of the selling stockholders that were sold pursuant to this registration statement.

* Registration Fee previously paid. The actual registration fee is listed in this column, and does not reflect the reduction in the number of shares registered as resulting from this post-effective amendment.

This registration statement was originally filed to register resales by certain selling stockholders of a total of 11,800,563 shares of common stock issued to the selling stockholders pursuant to a stock purchase agreement, dated November 29, 2001, by and among Neoprobe Corporation and Cardiosonix, Ltd., an Israeli company limited by shares, and selling stockholders Dan Manor, Eli Levi, Roni Bibi, First Isratech Fund LP, a Minnesota limited partnership, First Isratech Fund LLC, a Minnesota limited liability company, First Isratech Fund Norway A.S., a Norway company, Greatway Commercial Inc., a corporation organized under the laws of Panama, Uri Zucker, Carmeni Partners Ltd., a Delaware partnership, Emicar, LLC, a New York limited liability company, and Ma'Arigim Enterprises, Ltd., an Israeli company limited by shares (the "Stock Purchase Agreement"), which provided, among other things, for the acquisition by Neoprobe Corporation of all of the outstanding shares of Cardiosonix Ltd. As of the date of this post-effective amendment, filed to remove from registration the securities which remain unsold at the end of the offering, only 6,620,062 shares were actually sold by the selling stockholders pursuant to the registration statement. This post-effective amendment is being filed to reduce the number of shares of Common Stock registered hereby to the number of shares that were actually sold by the selling stockholders.

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Item 27. Exhibits.

Exhibit Number	Exhibit Description
24	Powers of Attorney (incorporated by reference to the Company's Form SB-2 Registration Statement filed with the Commission on June 28, 2002, Registration No. 333-91462, with the exception of the Powers of Attorney for Mr. Aschinger and Dr. Bland, which are filed herewith).

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Signatures

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this post-effective amendment no. 1 to its registration statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on September 21, 2005.

Neoprobe Corporation

By: /s/ Brent L. Larson

Brent L. Larson, Vice President,
Finance and Chief Financial Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates indicated:

<TABLE>
<CAPTION>

Signature	Title	Date
<S> /s/ David C. Bupp*	<C> President, Chief Executive Officer	<C> September 21, 2005

----- David C. Bupp	and Director (principal executive officer)	
/s/ Brent L. Larson ----- Brent L. Larson	Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	September 21, 2005
/s/ Julius R. Krevans* ----- Julius R. Krevans	Chairman of the Board of Directors	September 21, 2005
/s/ Carl J. Aschinger, Jr.* ----- Carl J. Aschinger, Jr.	Director	September 21, 2005
/s/ Reuven Avital* ----- Reuven Avital	Director	September 21, 2005
/s/ Kirby I. Bland, M.D.* ----- Kirby I. Bland, M.D.	Director	September 21, 2005
/s/ Fred B. Miller* ----- Fred B. Miller	Director	September 21, 2005
/s/ Frank Whitley, Jr.* ----- J. Frank Whitley, Jr.	Director	September 21, 2005

*By: /s/ Brent L. Larson

Brent L. Larson, Attorney-in fact

</TABLE>

POWER OF ATTORNEY

The undersigned, who is a director or officer of Neoprobe Corporation, a Delaware corporation (the Company), does hereby constitute and appoint David C. Bupp and Brent L. Larson to be his or her agents and attorneys in-fact with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

- o To sign and file with the Securities and Exchange Commission any Post-effective Amendment to the Registration Statement of the Company on Form SB-2 (the "Registration Statement"), for registration under the Securities Act of 1933, as amended, of the sale by certain stockholders of the Company of up to 11,800,563 shares of common stock, \$0.001 par value, of the Company related to the Company's acquisition of Cardiosonix, Ltd (formerly Biosonix, Ltd), and any supplements to the Registration Statement; and
- o To do and perform in the name and on behalf of the undersigned, in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises in connection with the filing of the Registration Statement as fully as the undersigned could or might do in person, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned or the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Ohio that apply to instruments negotiated, executed, delivered and performed solely within the State of Ohio.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 14th day of September, 2005.

/s/ Carl J. Aschinger, Jr.

Carl J. Aschinger, Jr.

POWER OF ATTORNEY

The undersigned, who is a director or officer of Neoprobe Corporation, a Delaware corporation (the Company), does hereby constitute and appoint David C. Bupp and Brent L. Larson to be his or her agents and attorneys in-fact with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

- o To sign and file with the Securities and Exchange Commission any Post-effective Amendment to the Registration Statement of the Company on Form SB-2 (the "Registration Statement"), for registration under the Securities Act of 1933, as amended, of the sale by certain stockholders of the Company of up to 11,800,563 shares of common stock, \$0.001 par value, of the Company related to the Company's acquisition of Cardiosonix, Ltd (formerly Biosonix, Ltd), and any supplements to the Registration Statement; and
- o To do and perform in the name and on behalf of the undersigned, in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises in connection with the filing of the

Registration Statement as fully as the undersigned could or might do in person, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned or the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Ohio that apply to instruments negotiated, executed, delivered and performed solely within the State of Ohio.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of September, 2005.

/s/ Kirby I. Bland

Kirby I. Bland