

EARP DAVID  
Form 4  
September 09, 2002

**FORM 4**

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

OMB APPROVAL

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**

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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

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(Print or Type Responses)

|  |  |  |  |  |  |   |  |  |
|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><br>Earp, David J.   |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Geron Corporation (GERN) |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br>Other (specify below)<br><br>VP Intellectual Property |  |  |
| (Last) (First) (Middle)<br><br>c/o Geron Corporation<br>230 Constitution Drive<br><br>(Street)<br><br>Menlo Park, CA 94025 |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  |  |  | 4. Statement for Month/Year<br>9/5/02   |  |  |
| (City) (State) (Zip)   |  |  | 5. If Amendment, Date of Original (Month/Day/Year)                             |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |            |        | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock <sup>(1)</sup>     | 06/28/02                             | A                              | V | 2,212   | A          | \$3.89 | 6,637   | D  |   |
|                                 |                                      |                                |   |   |            |        |   |  |   |
|                                 |                                      |                                |   |   |            |        |   |  |   |
|                                 |                                      |                                |   |   |            |        |   |  |   |
|                                 |                                      |                                |   |   |            |        |   |  |   |
|                                 |                                      |                                |   |   |            |        |   |  |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)  
SEC 1474  
(3-99)

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 & 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 & 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|-----------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   | Code                              | V | (A)   | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Employee Stock Option (right to buy)          | \$8.23   | 6/27/02                                 | A                                 | V | 36,000  |     | (2)   | 6/27/12         | Common Stock   | 36,000                     |   | 235,000   | D   |   |
| Employee Stock Option (right to buy)          | \$3.76   | 9/5/02                                  | A                                 |   | 65,000  |     | (3)   | 9/5/12          | Common Stock   | 65,000                     |   | 300,000   | D   |   |
|   |  |   |                                   |   |   |     |   |                 |  |                            |   |   |   |   |
|   |  |   |                                   |   |   |     |   |                 |  |                            |   |   |   |   |
|   |  |   |                                   |   |   |     |   |                 |  |                            |   |   |   |   |
|   |  |   |                                   |   |   |     |   |                 |  |                            |   |   |   |   |

Explanation of Responses:

(1) Acquired under the 1996 Employee Stock Purchase Plan.

(2) The option is exercisable in a series of 48 consecutive monthly installments commencing January 1, 2002 provided the optionee continues to provide services to the company.

(3) The option is exercisable in a series of 48 consecutive monthly installments commencing September 5, 2002 provided the optionee continues to provide services to the company.

**David J. Earp**

\*\*Signature of Reporting Person

**Sept. 9, 2002**

Date

\*\*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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