

EARP DAVID  
Form 4  
June 01, 2009

**FORM 4**

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

OMB APPROVAL

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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 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EARP DAVID

(Last) (First) (Middle)

C/O GERON CORPORATION, 230  
CONSTITUTION DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GERON CORP [GERN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP Bus Dev, Chief Patnt Couns

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (D)   |  |                                   |
| Common Stock                    | 05/29/2009                           |  | S <sup>(1)</sup>               |   | 2,277<br>(1)<br>\$ 6.35   | D  |                                   |
| Common Stock                    | 05/29/2009                           |  | A                              |   | 25,000<br>(2)<br>\$ 0   | D  |                                   |
| Common Stock                    | 05/29/2009                           |  | A                              |   | 40,000<br>(3)<br>\$ 0   | D  |                                   |

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

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(9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 6.52  | 05/29/2009                           |  | A                              | 50,000  | <u>(4)</u> 05/29/2019                                    | Common Stock  | 50,000                        |
| Stock Option (right to buy)                | \$ 6.52  | 05/29/2009                           |  | A                              | 35,000  | <u>(6)</u> 05/29/2019                                    | Common Stock  | 35,000                        |
| Stock Option (right to buy)                | \$ 6.52  | 05/29/2009                           |  | A                              | 20,000  | <u>(7)</u> 05/29/2019                                    | Common Stock  | 20,000                        |
| Stock Option (right to buy)                | \$ 6.52  | 05/29/2009                           |  | A                              | 25,000  | <u>(8)</u> 05/29/2019                                    | Common Stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| EARP DAVID<br>C/O GERON CORPORATION<br>230 CONSTIUTION DRIVE<br>MENLO PARK, CA 94025 |               |           | SVP Bus Dev, Chief Patnt Couns |       |

## Signatures

/s/ Olivia Bloom for  
David Earp

06/01/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

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

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

(1) Shares sold in payment of payroll tax withholdings in connection with vesting of restricted stock award.

The shares of restricted stock will remain subject to a repurchase right of Geron over four years, during such time the repurchase right

(2) will lapse with respect to 25% of such shares on each anniversary date of May 28, 2009. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to Geron through each vesting date.

The shares of restricted stock will remain subject to a repurchase right of Geron until May 28, 2010, at which time such repurchase right will lapse with respect to 25% of such shares. Geron's repurchase right will lapse with respect to the balance of the shares on May 28, 2011. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to Geron through each vesting date.

(3) This option is exercisable in a series of 48 consecutive equal monthly installments commencing May 29, 2009, provided the optionee continues to provide services to the Company.

(4) Balance reflects expiration of options during 2009.

(5) This option is exercisable in a series of 24 consecutive equal monthly installments commencing April 13, 2009, provided the optionee continues to provide services to the Company.

(6) This option is exercisable in a series of 24 consecutive equal monthly installments commencing October 2, 2009, provided the optionee continues to provide services to the Company.

(7) This option is exercisable in a series of 24 consecutive equal monthly installments commencing December 18, 2009, provided the optionee continues to provide services to the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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