

EARP DAVID
Form 4
May 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/20/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Bus Dev, Chief Patnt Couns

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or Price (D)		
Common Stock <u>(1)</u>	05/20/2011		A		25,000 <u>(1)</u> \$ 0 <u>(1)</u>		D
Common Stock <u>(2)</u>	05/20/2011		A		59,500 <u>(2)</u> \$ 0 <u>(2)</u>		D
Common Stock <u>(3)</u>	05/20/2011		A		5,000 <u>(3)</u> \$ 0 <u>(3)</u>		D
Common Stock <u>(4)</u>	05/20/2011		A		5,000 <u>(4)</u> \$ 0 <u>(4)</u>		D
Common Stock <u>(6)</u>	05/24/2011		S		2,975 <u>(6)</u> \$ 4.47 <u>(6)</u>		D

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

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SEC 1474
(9-02)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.65	05/20/2011		A	50,000	(5) 05/20/2021	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EARP DAVID
C/O GERON CORPORATION
230 CONSTITUTION DRIVE
MENLO PARK, CA 94025

SVP Bus Dev, Chief Patnt Couns

Signatures

/s/ Olivia Bloom for David
J. Earp

05/24/2011

**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).

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

(1) will lapse with respect to 25% of such shares on each anniversary date of 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.

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

(2) will lapse with respect to 50% of such shares on each anniversary date of 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.

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- (3) The shares of restricted stock will remain subject to a reacquisition right of Geron over 19 months until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.
- (4) The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.
- (5) This option is exercisable in a series of 48 consecutive equal monthly installments commencing May 20, 2011, provided the optionee continues to provide services to the Company.
- (6) Shares sold for payment of payroll tax withholdings in connection with vesting of restricted stock award.

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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