

EARP DAVID  
Form 4  
May 24, 2011

**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)

05/20/2011

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 or (D) Price		
Common Stock <u>(1)</u>	05/20/2011		A		25,000 <u>(1)</u> \$ 0 <u>(1)</u>	D	453,298
Common Stock <u>(2)</u>	05/20/2011		A		59,500 <u>(2)</u> \$ 0 <u>(2)</u>	D	512,798
Common Stock <u>(3)</u>	05/20/2011		A		5,000 <u>(3)</u> \$ 0 <u>(3)</u>	D	517,798
Common Stock <u>(4)</u>	05/20/2011		A		5,000 <u>(4)</u> \$ 0 <u>(4)</u>	D	522,798
Common Stock <u>(6)</u>	05/24/2011		S		2,975 <u>(6)</u> \$ 4.47 <u>(6)</u>	D	519,823

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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
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).
- (1) The shares of restricted stock will remain subject to a repurchase right of Geron over four years, during such time the repurchase right 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.
- (2) The shares of restricted stock will remain subject to a repurchase right of Geron over two years, during which time the repurchase right 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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