

GERON CORP
Form 4
May 28, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENWOOD 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)

05/23/2008

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)

EVP and CFO

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	(A) or (D)	Price
Common Stock	05/23/2008		F ⁽¹⁾		18,991 ⁽¹⁾	D	\$ 3.92 ⁽¹⁾
Common Stock	05/28/2008		A		37,500 ⁽²⁾	A	\$ 0 ⁽²⁾
							152,792
							190,292
							D
							D

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

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(9-02)

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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
Stock Option (right to buy)	\$ 3.97	05/28/2008		A		75,000		<u>(3)</u>	05/28/2018	Common Stock	75,000
Stock Option (right to buy)	\$ 3.97	05/28/2008		A		181,341		<u>(4)</u>	05/28/2018	Common Stock	181,341
Stock Option (right to buy)	\$ 3.97	05/28/2008		A		40,000		<u>(5)</u>	05/28/2018	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREENWOOD DAVID C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	EVP and CFO

Signatures

/s/ Olivia Bloom for David L. Greenwood
05/28/2008
 **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 equivalent to the amounts required to satisfy payroll tax withholdings are withheld from distribution to recipient upon vesting of stock award, reducing the vested amount from 53,125 to 34,134 shares. There is no sale of shares.
 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 the date of grant. 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) This option is exercisable in a series of 48 equal monthly installments commencing May 28 2008 provided the optionee continues to provide services to the Company.
- (4) This option is exercisable in a series of 24 equal monthly installments commencing September 18, 2008, provided the optionee continues to provide services to the Company.
- (5) This option is exercisable in a series of 24 equal monthly installments commencing September 4, 2008, 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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