GERON CORPORATION

Form 4 July 21, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

D

D

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

07/20/2005

07/21/2005

Stock Common

Stock

Stock

Common

may continue.

See Instruction

GREENWOOD DAVID			Symbo	1	Issuer			
			GER	ON CORPORATION [GERN]	(Check all applicable)			
	(Last)	(First)	(Middle) 3. Dat	of Earliest Transaction	•			
230 CONSTITUTION DRIVE			`	n/Day/Year) /2005	Director 10% OwnerX Officer (give title Other (specify below) Executive VP and CFO			
(Street)			4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
	MENLO PA	ARK, CA 94025	,	/Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
					Person			
	(City)	(State)	(Zip) T	able I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea		Code (Instr. 3, 4 and 5) (instr. 8) (A) or	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
	Common			Code V Amount (D) Pric	3			

30,000 D

1,100

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

07/25/2005

S

G

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11,931

\$0

D

10,831 (2)

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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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		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)	\$ 3.76	07/20/2005		M	30,000	<u>(1)</u>	09/05/2012	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

GREENWOOD DAVID 230 CONSTITUTION DRIVE MENLO PARK, CA 94025

Executive VP and CFO

Signatures

/s/ Olivia Bloom for David Greenwood

07/21/2005

Date

**Signature of Reporting Person

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) This option is exercisable in a consecutive series of 48 monthly installments commencing September 5, 2002 provided the optionee continues to provide services to the Company.
- (2) Includes shares owned in Geron 401K Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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