HOMCY CHARLES J

Form 4 May 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOMCY CHARLES J** Issuer Symbol GERON CORP [GERN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O GERON CORPORATION, 230 05/11/2011 below) CONSTITUTION DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

MENLO PARK, CA 94025

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Form: I Beneficially (D) or Owned Indirec	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect Beneficial ct (I) Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	05/11/2011		A	5,000 (1)	A	\$ 0 (1)	120,251	D	
Common Stock (2)	05/11/2011		D	57,500 (2)	D	\$ 0 (2)	62,751	D	

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

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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 orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 4.91	05/11/2011		A	10,000	05/11/2011	05/11/2014(3)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOMCY CHARLES J C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	X					

Signatures

/s/ Olivia Bloom for Charles J.
Homey
05/13/2011

**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 will lapse with respect to 25% of such shares on the earlier of each anniversary date of May 11, 2011 or the annual stockholders meeting date in that year. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.
- (2) Forfeiture of unvested restricted stock awards in connection with the director's retirement effective May 11, 2011. Repurchase right for remaining outstanding restricted stock awards caused to lapse on May 11, 2011.
- (3) Upon the director's retirement effective May 11, 2011, the exercise period for all vested outstanding options was extended until the earlier of the original expiration date of such options or May 11, 2014.

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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