GERON CORP
Form 4
May 18, 2012

# 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 | |
| --- | --- |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*] <br> ROSENFIELD STEPHEN | 2. Issuer Name **and** Ticker or Trading Symbol <br> **GERON CORP [GERN]** | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
| --- | --- | --- |
| (Last)　　(First)　　(Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 05/17/2012 | _____ Director 　　_____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below) 　　　　below) <br> EVP, Genl Counsel & Secretary |
| C/O GERON CORPORATION, 230 CONSTITUTION DRIVE | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| MENLO PARK, CA 94025 | | |
| (City)　　(State)　　(Zip) | | |

**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 Indirect Beneficial Ownership (Instr. 4) |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
| --- | --- | --- | --- | --- | --- | --- | --- |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---|---|---|---|---|---|---|---|---|---|
| | | | Code V | (A) | (D) | | | | |
| Employee Stock Option (right to buy) | $ 1.41 | 05/17/2012 | A | 200,000 | | (1) | 05/17/2022 | Common Stock | 200,00 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ROSENFIELD STEPHEN C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025 | | | EVP, Genl Counsel & Secretary | |

# Signatures

| /s/ Olivia Bloom for Stephen N. Rosenfield | 05/18/2012 |
|---|---|
| **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)   This option vests as follows: 12,500 shares on August 17, 2012 and the remaining 187,500 shares in a series of 45 equal monthly installments commencing August 17, 2012, 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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