

GERON CORP  
Form 4  
May 28, 2008

**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 \*  
**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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

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	(A) or (D)	Price
Common Stock	05/23/2008		F <sup>(1)</sup>		18,991 <u>(1)</u>	D	\$ 3.92 <u>(1)</u>
Common Stock	05/28/2008		A		37,500 <u>(2)</u>	A	\$ 0 <u>(2)</u>

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

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SEC 1474  
(9-02)



## Edgar Filing: GERON CORP - Form 4

- (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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