COOPER GRAHAM K

Form 4 May 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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obligations

may continue.

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

See Instruction 1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * COOPER GRAHAM K

2. Issuer Name and Ticker or Trading

Symbol

GERON CORP [GERN]

3. Date of Earliest Transaction

(Month/Day/Year)

C/O GERON CORPORATION, 230 CONSTITUTION DRIVE

(Street)

(First)

05/17/2012

Director X_ Officer (give title

10% Owner Other (specify

below)

below) EVP, Bus Dev & CFO

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MENLO PARK, CA 94025

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or

Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership Form: Direct (D) or Indirect Beneficial (T)

(Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

(A)

Reported Transaction(s)

Following

Owned

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

Execution Date, if

(Month/Day/Year)

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code 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)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 1.41	05/17/2012		A		200,000		<u>(1)</u>	05/17/2022	Common Stock	200,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

COOPER GRAHAM K C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025

EVP, Bus Dev & CFO

Signatures

/s/ Olivia Bloom for Graham K. Cooper 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: 8,333 shares on July 17, 2012 and the remaining 191,667 shares in a series of 46 equal monthly installments commencing July 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. 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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