**GERON CORP** Form 4 May 29, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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)

Stock

| 1. Name and AZENNER P |                     | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |                                |                        |        | 5. Relationship of Reporting Person(s) to Issuer |  |                                      |                                       |
|-----------------------|---------------------|--|--------------------------------|------------------------|--------|--|--|--------------------------------------|---------------------------------------|
|                       |                     | GERC   | N CORP [                       | GERN]                  |        |  | (Che   | eck all applicable                   | e)                                    |
| (Last)                | (First) (M          | iddle) 3. Date                                     | of Earliest Tra                | ansaction              |        |  |  |                                      |                                       |
|                       |                     | (Month   | Day/Year)                      |                        |        |  | _X_ Director   | 10%                                  | 6 Owner                               |
| C/O GERO              | N, 230 05/28/       | 05/28/2008   |                                |                        |        | Officer (giv<br>below)                           | ve titleOth<br>below)  | er (specify                          |                                       |
|                       | (Street)            | 4. If An   | 4. If Amendment, Date Original |                        |        |  | 6. Individual or Joint/Group Filing(Check  |                                      |                                       |
| MENLO PA              | ARK, CA 94025       | Filed(M  | onth/Day/Year)                 | )                      |        |  | Applicable Line) _X_ Form filed by Form filed by Person                              | One Reporting Pe                     |                                       |
| (City)                | (State)             | Zip) Ta  | ble I - Non-D                  | erivative S            | Securi | ties Ac  | quired, Disposed   | of, or Beneficial                    | lly Owned                             |
| 1.Title of            | 2. Transaction Date | 2A. Deemed   | 3.                             | 4. Securi              | ties   |  | 5. Amount of   | 6. Ownership                         | 7. Nature of                          |
| Security              | (Month/Day/Year)    | Execution Date, i                                  | f Transacti                    | onAcquired (A) or      |        |  | Securities   | Form: Direct                         | Indirect                              |
| (Instr. 3)            |                     | any<br>(Month/Day/Yea                              | Code (Instr. 8)  Code V        | Disposed<br>(Instr. 3, |        | 5) Price   | Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (D) or<br>Indirect (I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
| Common                | 05/28/2008          |  | A                              | 5,625                  | Α      | \$0  | 50,896   | D                                    |                                       |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)

(1)

#### Edgar Filing: GERON CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|---|---------|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V  | (A) (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.97   | 05/28/2008                              |   | A   | 11,250  | 05/28/2008   | 05/28/2018         | Common<br>Stock   | 11,250                              |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| ZENNER PATRICK J<br>C/O GERON CORPORATION<br>230 CONSTITUTION DRIVE<br>MENLO PARK, CA 94025 | X             |           |         |       |  |  |
| Signatures  |               |           |         |       |  |  |

/s/ Olivia Bloom for Patrick J.
Zenner 05/29/2008

\*\*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 (1) will lapse with respect to 25% of such shares on each anniversary date of the date of grant. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.

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.

Reporting Owners 2