Edgar Filing: GERON CORP - Form 4

| GERON COI | RP | | | | | | | | | | | |
|---|-------------------------|-----------------|--|---|---------------------|------------------------|-------------------|---|------------------|-------------------------|--|--|
| Form 4 | | | | | | | | | | | | |
| July 10, 2013 | | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | | |
| Check this box | | | | | | | | | Expires: | January 31, 2005 | | |
| subject to statement of changes in Benefic | | | | | CIAL OWNERSHIP OF | | | Estimated average | | | | |
| Section 10 Form 4 or | | | | SECUR | IIIES | | | | burden hours per | | | |
| Form 5 | | oursuant to S | Section 16 | 5(a) of the | e Securiti | es Ex | chang | e Act of 1934, | response | 0.5 | | |
| obligation | ¹⁸ Section 1 | | | | | | - | f 1935 or Sectio | n | | | |
| may conti <i>See</i> Instru | nue. | | | vestment | . | | | | | | | |
| 1(b). | | | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationship of | | | | | | Reporting Person(s) to | | | | | | |
| Hofstaetter 7 | Thomas | | Symbol | - | | | | Issuer | | | | |
| GERON CORP [GERN] | | | | | | ck all applicable | k all applicable) | | | | | |
| (Last) | (First) | (Middle) | 3. Date of | Earliest Tra | ansaction | | | (0 | in an approach | ·) | | |
| | | FION 140 | | nth/Day/Year) | | | | X_ Director 10% Owner Officer (give title Other (specify | | | | |
| C/O GERON COMMONV | 07/09/2013 | | | | | below) below) | | | | | | |
| SUITE 2070 | | IVE, | | | | | | | | | | |
| 50112 2070 | | | 1 If Amon | admant Dat | ta Original | | | 6 Individual on L | aint/Crown Eilir | c (Charle | | |
| | | | | If Amendment, Date Original iled(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| _X_ Form fil | | | | | _X_ Form filed by (| y One Reporting Person | | | | | | |
| MENLO PA | RK, CA 9402 | .5 | | | | | | Form filed by N Person | More than One Re | porting | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ies Acq | uired, Disposed of | f, or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction I | Date 2A. Deer | med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of Code (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5) | | | | quired | 5. Amount of | | 7. Nature of | | |
| Security | (Month/Day/Ye | | | | | | of | Securities | | | | |
| (Instr. 3) | | any (Month/ | | | | | 5) | Beneficially Owned | | Beneficial Ownership | | |
| | | | | | | | , | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | | (A) | | Reported Transaction(s) | | | | |
| | | | | Code V | Amount | or (D) | Drice | (Instr. 3 and 4) | | | | |
| Common | | | | Code V | Amount 45,000 | | Price \$ 0 | | | | | |
| Stock | 07/09/2013 | | | D <u>(1)</u> | (<u>1</u>) | D | (<u>1</u>) | 29,064 | D | | | |
| | | | | | | | | | | | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|---|-----------|---------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Hofstaetter Thomas C/O GERON CORPORATION 149 COMMONWEALTH DRIVE, SUITE 2070 MENLO PARK, CA 94025 |) X | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Olivia Bloom for Thomas 0' Hofstaetter 0' | 7/10/2013 | | | | | | | |
| <u>**</u> 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) Cancellation of restricted stock awards.

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.