

Spiegel Robert J.
Form 4
September 13, 2018

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 *
Spiegel Robert J.

2. Issuer Name and Ticker or Trading Symbol
GERON CORP [GERN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GERON CORPORATION, 149 COMMONWEALTH DRIVE, SUITE 2070

09/13/2018

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/13/2018		M ⁽¹⁾		45,000	A	\$ 5.29
Common Stock	09/13/2018		S ⁽¹⁾		45,000	D	\$ 6.85
Common Stock	09/13/2018		M ⁽¹⁾		10,000	A	\$ 4.91
Common Stock	09/13/2018		S ⁽¹⁾		10,000	D	\$ 6.85
Common Stock	09/13/2018		M ⁽¹⁾		15,000	A	\$ 4.91

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Common Stock	09/13/2018	<u>S</u> ⁽¹⁾	15,000	D	\$ 6.85	65,576	D
Common Stock	09/13/2018	<u>M</u> ⁽¹⁾	35,000	A	\$ 1.41	100,576	D
Common Stock	09/13/2018	<u>S</u> ⁽¹⁾	35,000	D	\$ 6.85	65,576	D
Common Stock	09/13/2018	<u>M</u> ⁽¹⁾	35,000	A	\$ 1.1	100,576	D
Common Stock	09/13/2018	<u>S</u> ⁽¹⁾	35,000	D	\$ 6.85	65,576	D
Common Stock	09/13/2018	<u>M</u> ⁽¹⁾	35,000	A	\$ 1.94	100,576	D
Common Stock	09/13/2018	<u>S</u> ⁽¹⁾	35,000	D	\$ 6.85	65,576	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.

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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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.29	09/13/2018		<u>M</u> ⁽¹⁾	45,000	<u>(2)</u> 05/19/2020	Common Stock	45,000
Stock Option (Right to Buy)	\$ 4.91	09/13/2018		<u>M</u> ⁽¹⁾	10,000	<u>(2)</u> 05/11/2021	Common Stock	10,000
Stock Option (Right to Buy)	\$ 4.91	09/13/2018		<u>M</u> ⁽¹⁾	15,000	<u>(2)</u> 05/11/2021	Common Stock	15,000

Buy)									
Stock Option (Right to Buy)	\$ 1.41	09/13/2018	M ⁽¹⁾	35,000	(2)	05/17/2022	Common Stock		35,000
Stock Option (Right to Buy)	\$ 1.1	09/13/2018	M ⁽¹⁾	35,000	(2)	05/22/2023	Common Stock		35,000
Stock Option (Right to Buy)	\$ 1.94	09/13/2018	M ⁽¹⁾	35,000	(2)	05/20/2024	Common Stock		35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spiegel Robert J. C/O GERON CORPORATION 149 COMMONWEALTH DRIVE, SUITE 2070 MENLO PARK, CA 94025	<input checked="" type="checkbox"/>			

Signatures

/s/ Olivia Bloom for Robert J. Spiegel 09/13/2018

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 transaction was conducted pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 18, 2018.
- (2) Option was fully vested.

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.