

Spiegel Robert J.
Form 4
September 13, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spiegel Robert J.

(Last) (First) (Middle)

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

(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)

09/13/2018

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)

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 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.

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(9-02)

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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.29	09/13/2018		M ⁽¹⁾		45,000		⁽²⁾	05/19/2020	Common Stock	45,000
Stock Option (Right to Buy)	\$ 4.91	09/13/2018		M ⁽¹⁾		10,000		⁽²⁾	05/11/2021	Common Stock	10,000
Stock Option (Right to Buy)	\$ 4.91	09/13/2018		M ⁽¹⁾		15,000		⁽²⁾	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			X	

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.

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