

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GERON CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE	2834	75-2287752
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

200 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(415) 473-7700

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

RONALD W. EASTMAN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
GERON CORPORATION
200 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(415) 473-7700

(Name and address, including zip code, and telephone number, including area
code, of agent for service)

COPIES TO:

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300 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071
(213) 687-5000

DATE OF COMMENCEMENT OF SALE TO THE PUBLIC:
JULY 31, 1996

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. [] _____.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. [] _____.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

Common Stock registered to cover an over-allotment option granted to the Underwriters, which option was not exercised and has expired. The Registration Statement is hereby amended, as appropriate, to reflect the expiration of such option.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on September 19, 1996.

GERON CORPORATION

By: /s/ Ronald W. Eastman

Ronald W. Eastman
(President and Chief Executive Officer)

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT ON FORM S-1 HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED:

SIGNATURE	TITLE	DATE
/s/ RONALD W. EASTMAN* ----- Ronald W. Eastman	President, Chief Executive Officer and Director (Principal Executive Officer)	September 19, 1996
/s/ DAVID L. GREENWOOD* ----- David L. Greenwood	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	September 19, 1996
/s/ ALEXANDER E. BARKAS* ----- Alexander E. Barkas	Director	September 19, 1996
/s/ BRIAN H. DOVEY* ----- Brian H. Dovey	Director	September 19, 1996
/s/ CHARLES M. HARTMAN* ----- Charles M. Hartman	Director	September 19, 1996
/s/ THOMAS D. KILEY* ----- Thomas D. Kiley	Director	September 19, 1996
/s/ PATRICK F. LATTERELL* ----- Patrick F. Latterell	Director	September 19, 1996
/s/ ROBERT B. STEIN* ----- Robert B. Stein	Director	September 19, 1996
/s/ MICHAEL D. WEST* ----- Michael D. West	Director	September 19, 1996

*By:/s/ RONALD W. EASTMAN

Ronald W. Eastman,
Attorney-in-fact

September 19, 1996