

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GREENWOOD DAVID</u> (Last) (First) (Middle) <u>C/O GERON CORPORATION</u> <u>230 CONSTITUTION DRIVE</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GERON CORP [GERN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Interim CEO, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	05/20/2011		A		50,000 ⁽¹⁾	A	\$0 ⁽¹⁾	674,998	D	
Common Stock ⁽²⁾	05/20/2011		A		77,500 ⁽²⁾	A	\$0 ⁽²⁾	752,498	D	
Common Stock ⁽³⁾	05/20/2011		A		20,000 ⁽³⁾	A	\$0 ⁽³⁾	772,498	D	
Common Stock ⁽⁴⁾	05/20/2011		A		20,000 ⁽⁴⁾	A	\$0 ⁽⁴⁾	792,498	D	
Common Stock ⁽⁶⁾	05/24/2011		S		4,462 ⁽⁶⁾	D	\$4.47 ⁽⁶⁾	788,036	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.65	05/20/2011		A		100,000		(5)	05/20/2021	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

- The shares of restricted stock will remain subject to a repurchase right of Geron over four years, during such time the repurchase right will lapse with respect to 25% of such shares on each anniversary date of May 28, 2011. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to Geron through each vesting date.
- The shares of restricted stock will remain subject to a repurchase right of Geron over two years, during which time the repurchase right will lapse with respect to 50% of such shares on each anniversary date of May 28, 2011. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to Geron through each vesting date.
- The shares of restricted stock will remain subject to a reacquisition right of Geron over 19 months until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.
- The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.
- This option is exercisable in a series of 48 consecutive equal monthly installments commencing May 20, 2011, provided the optionee continues to provide services to the Company.
- Shares sold for payment of payroll tax withholdings in connection with vesting of restricted stock award.

Remarks:

/s/ Olivia Bloom for David L. Greenwood 05/24/2011

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.