

ROSENFELD STEPHEN

Form 4

August 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENFELD STEPHEN

(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)
08/24/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, Genl Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/24/2018		M ⁽⁵⁾		36,000	A	\$ 2.22
Common Stock	08/24/2018		S ⁽⁵⁾		36,000	D	\$ 4.51
Common Stock	08/24/2018		M ⁽⁵⁾		425,000	A	\$ 2.14
Common Stock	08/24/2018		S ⁽⁵⁾		425,000	D	\$ 4.51
Common Stock	08/24/2018		M ⁽⁵⁾		200,000	A	\$ 1.41

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Common Stock	08/24/2018	<u>S</u> (5)	200,000	D	\$ 4.51	0	D
Common Stock	08/24/2018	<u>M</u> (5)	420,000	A	\$ 1.51	420,000	D
Common Stock	08/24/2018	<u>S</u> (5)	420,000	D	\$ 4.51	0	D
Common Stock	08/24/2018	<u>M</u> (5)	131,250	A	\$ 2.54	131,250	D
Common Stock	08/24/2018	<u>S</u> (5)	131,250	D	\$ 4.51	0	D
Common Stock	08/24/2018	<u>M</u> (5)	112,500	A	\$ 2.15	112,500	D
Common Stock	08/24/2018	<u>S</u> (5)	112,500	D	\$ 4.51	0	D
Common Stock	08/24/2018	<u>M</u> (5)	37,500	A	\$ 2.45	37,500	D
Common Stock	08/24/2018	<u>S</u> (5)	37,500	D	\$ 4.51	0	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.22	08/24/2018		<u>M</u> (5)	36,000	(1) 11/01/2021	Common Stock 36,000
Stock Option (Right to Buy)	\$ 2.14	08/24/2018		<u>M</u> (5)	425,000	(1) 02/16/2022	Common Stock 425,000

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Stock Option (Right to Buy)	\$ 1.41	08/24/2018	M ⁽⁵⁾	200,000	⁽¹⁾	05/17/2022	Common Stock	200,000
Stock Option (Right to Buy)	\$ 1.51	08/24/2018	M ⁽⁵⁾	420,000	⁽¹⁾	02/12/2023	Common Stock	420,000
Stock Option (Right to Buy)	\$ 2.54	08/24/2018	M ⁽⁵⁾	131,250	⁽²⁾	02/11/2026	Common Stock	131,250
Stock Option (Right to Buy)	\$ 2.15	08/24/2018	M ⁽⁵⁾	112,500	⁽³⁾	02/09/2027	Common Stock	112,500
Stock Option (Right to Buy)	\$ 2.45	08/24/2018	M ⁽⁵⁾	37,500	⁽⁴⁾	01/31/2028	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD STEPHEN C/O GERON CORPORATION 149 COMMONWEALTH DRIVE, SUITE 2070 MENLO PARK, CA 94025			EVP, Genl Counsel & Secretary	

Signatures

/s/ Olivia K. Bloom for Stephen N.
Rosenfield

08/24/2018

**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) Option was fully vested.
- (2) This option vests in a series of 48 consecutive equal monthly installments commencing February 11, 2016, provided the optionee continues to provide services to the Company.
- (3) This option vests in a series of 48 consecutive equal monthly installments commencing February 9, 2017, provided the optionee continues to provide services to the Company.
- (4) This option vests in a series of 48 consecutive equal monthly installments commencing January 31, 2018, provided the optionee continues to provide services to the Company.

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(5) This transaction was conducted pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 13, 2018.

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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