

GRETHLEIN ANDREW J  
Form 3  
September 21, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                                                         |                                                                                       |                                                                             |                                                                                                                                                                                                                                                                                                                                |                                                             |                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GRETHLEIN ANDREW J</p> <p>(Last) (First) (Middle)</p> <p>C/O GERON CORPORATION,Â 149 COMMONWEALTH DRIVE, SUITE 2070</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/19/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GERON CORP [GERN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Technical Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

|                                        |                                                              |                                                                 |                                                              |
|----------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|----------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                                   |                                                                 |                                                                                    |                                                      |                                                  |                                                              |
|---------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> | <p>4. Conversion or Exercise Price of Derivative</p> | <p>5. Ownership Form of Derivative Security:</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Employee Stock Option (right to buy) | Â (1)            | 09/19/2022      | Common Stock | 600,000                    | \$ 1.7   | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                             |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer                     | Other |
| GRETHLEIN ANDREW J<br>C/O GERON CORPORATION<br>149 COMMONWEALTH DRIVE, SUITE 2070<br>MENLO PARK, CA 94025 | Â             | Â         | Â EVP, Technical Operations | Â     |

## Signatures

/s/ Andrew Grethlein 09/21/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 option is immediately exercisable and vests as follows: 75,000 shares on March 17, 2013, the remaining 525,000 shares in a series of 42 equal monthly installments commencing March 17, 2013, provided the optionee continues to provide services to the Company.

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.