

BEHRS MELISSA KELLY

Form 4

May 24, 2011

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 *
BEHRS MELISSA KELLY

(Last) (First) (Middle)

**C/O GERON CORPORATION, 230
CONSTITUTION DRIVE**

(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)

05/20/2011

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 below) ____ Other (specify below)

SVP Strategic Portfolio Mgmt

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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock <u>(1)</u>	05/20/2011		A		25,000 <u>(1)</u>	\$ 0 <u>(1)</u>	386,048 D
Common Stock <u>(2)</u>	05/20/2011		A		26,250 <u>(2)</u>	\$ 0 <u>(2)</u>	412,298 D
Common Stock <u>(3)</u>	05/20/2011		A		20,000 <u>(3)</u>	\$ 0 <u>(3)</u>	432,298 D
Common Stock <u>(4)</u>	05/20/2011		A		20,000 <u>(4)</u>	\$ 0 <u>(4)</u>	452,298 D
Common Stock <u>(6)</u>	05/24/2011		S		2,975 <u>(6)</u>	\$ 4.47 <u>(6)</u>	449,323 D

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.65	05/20/2011		A	50,000	(5) 05/20/2021	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BEHRS MELISSA KELLY C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	Director 10% Owner Officer Other SVP Strategic Portfolio Mgmt

Signatures

/s/ Olivia Bloom for Melissa Kelly
Behrs 05/24/2011

**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).

The shares of restricted stock will remain subject to a repurchase right of Geron over four years, during such time the repurchase right
(1) 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
(2) 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.

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- (3) 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.
- (4) 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.
- (5) 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.
- (6) Shares sold for payment of payroll tax withholdings in connection with vesting of restricted stock award.

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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