

BARKAS ALEXANDER E
Form 4
June 01, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARKAS ALEXANDER E

(Last) (First) (Middle)

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

2. Issuer Name and Ticker or Trading Symbol
GERON CORP [GERN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price (A) or (D)		
Common Stock	05/29/2009		A		6,135 (1) \$ 6.52	185,311	D
Common Stock	05/29/2009		A		12,500 (2) \$ 0	197,811	D
Common Stock	05/29/2009		A		20,000 (3) \$ 0	217,811	D

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

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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
Stock Option (right to buy)	\$ 6.52	05/29/2009		A	25,000	05/29/2009 05/29/2019	Common Stock	25,000
Stock Option (right to buy)	\$ 6.52	05/29/2009		A	25,000	<u>(5)</u> 05/29/2019	Common Stock	25,000
Stock Option (right to buy)	\$ 6.52	05/29/2009		A	40,000	<u>(6)</u> 05/29/2019	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKAS ALEXANDER E C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	X			

Signatures

/s/ Olivia Bloom for Alexander E.
Barkas

06/01/2009

**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) Shares issued in lieu of cash payment for annual board of directors retainer fee. Number of shares issued based on close price on May 29, 2009 of \$6.52 per share.

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(2) 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, 2009. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.

(3) The shares of restricted stock will remain subject to a repurchase right of Geron until May 28, 2010, at which time such repurchase right will lapse with respect to 25% of such shares. Geron's repurchase right will lapse with respect to the balance of the shares on May 28, 2011. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.

(4) Balance reflects expiration of options during 2009.

(5) This option is exercisable in a series of 24 consecutive equal monthly installments commencing May 29, 2009, provided the optionee continues to provide services to the Company.

(6) This option is exercisable in a series of 24 consecutive equal monthly installments commencing December 18, 2009, 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.

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