

Nallicheri Melanie I
Form 4
May 24, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nallicheri Melanie I

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GERON CORPORATION, 230
CONSTITUTION DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Corp Dev

(Street)

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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 | | 10,000 <u>(1)</u> | \$ 0 <u>(1)</u> | 25,000 | D |
| Common Stock <u>(2)</u> | 05/20/2011 | | A | | 40,000 <u>(2)</u> | \$ 0 <u>(2)</u> | 65,000 | D |
| Common Stock <u>(3)</u> | 05/20/2011 | | A | | 60,000 <u>(3)</u> | \$ 0 <u>(3)</u> | 125,000 | D |
| Common Stock <u>(4)</u> | 05/20/2011 | | A | | 60,000 <u>(4)</u> | \$ 0 <u>(4)</u> | 185,000 | D |
| Common Stock <u>(5)</u> | 05/20/2011 | | A | | 5,000 <u>(5)</u> | \$ 0 <u>(5)</u> | 190,000 | D |

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Common Stock ⁽⁶⁾ 05/20/2011 A 5,000 ⁽⁶⁾ A \$ 0 ⁽⁶⁾ 195,000 D

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

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 control number. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nallicheri Melanie I C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025 | | | SVP Corp Dev | |

Signatures

/s/ Olivia Bloom for Melanie I. 05/24/2011
Nallicheri

**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) 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 imetelstat program.
- (2) 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 GRNOPC1 program.

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- (3) 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 strategic initiatives.
- (4) The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the Company's common stock price exceeds certain thresholds.
- (5) 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.
- (6) 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.

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.