

BEHRS MELISSA KELLY
Form 4
May 24, 2011

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 *
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
 Officer (give title below) _____ Other (specify below)
SVP Strategic Portfolio Mgmt

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 (A) or Price (D)		
Common Stock <u>(1)</u>	05/20/2011		A		25,000 <u>(1)</u> \$ 0 <u>(1)</u>		D
Common Stock <u>(2)</u>	05/20/2011		A		26,250 <u>(2)</u> \$ 0 <u>(2)</u>		D
Common Stock <u>(3)</u>	05/20/2011		A		20,000 <u>(3)</u> \$ 0 <u>(3)</u>		D
Common Stock <u>(4)</u>	05/20/2011		A		20,000 <u>(4)</u> \$ 0 <u>(4)</u>		D
Common Stock <u>(6)</u>	05/24/2011		S		2,975 <u>(6)</u> \$ 4.47 <u>(6)</u>		D

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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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