

Benedetti Fabio M
Form 4
June 01, 2009

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 *
Benedetti Fabio M

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)
05/29/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Med Off, Oncology

(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

(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 Price (D) | | |
| Common Stock | 05/29/2009 | | S ⁽¹⁾ | | 2,277 <u>(1)</u> \$ 6.35 | D | |
| Common Stock | 05/29/2009 | | A | | 17,500 <u>(2)</u> \$ 0 | D | |
| Common Stock | 05/29/2009 | | A | | 25,000 <u>(3)</u> \$ 0 | 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) | 8 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|
| | | | | | | | | Date Exercisable | Expiration Date |
| Stock Option (right to buy) | \$ 6.52 | 05/29/2009 | | A | 35,000 | (4) 05/29/2019 | Common Stock | 35,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benedetti Fabio M C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025 | | | SVP, Chief Med Off, Oncology | |

Signatures

/s/ Olivia Bloom for Fabio M. Benedetti 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 sold in payment of payroll tax withholdings in connection with vesting of restricted stock award.

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 employee 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 employee continuing to provide services to Geron through each vesting date.

(4) This option is exercisable in a series of 48 consecutive equal monthly installments commencing May 29, 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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