

BARKAS ALEXANDER E
Form 4
July 13, 2010

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 *
BARKAS ALEXANDER E

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)
07/09/2010

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

(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 or Price		
Common Stock <u>(1)</u>	07/09/2010		A		13,500 <u>(1)</u> A \$ 0 251,372	D	
Common Stock <u>(2)</u>	07/09/2010		A		13,500 <u>(2)</u> A \$ 0 264,872	D	
Common Stock <u>(3)</u>	07/09/2010		A		13,500 <u>(3)</u> A \$ 0 278,372	D	
Common Stock <u>(4)</u>	07/09/2010		A		27,000 <u>(4)</u> A \$ 0 305,372	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

07/13/2010

**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.
 - (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.

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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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