

KILEY THOMAS  
Form 4  
May 13, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**KILEY THOMAS**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/11/2011**

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

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

(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>	05/11/2011		A	4,073 (1) A \$ 0 (1)	206,567	D	
Common Stock <u>(2)</u>	05/11/2011		A	6,000 (2) A \$ 0 (2)	212,567	D	
Common Stock <u>(3)</u>	05/11/2011		A	2,500 (3) A \$ 0 (3)	215,067	D	
Common Stock <u>(4)</u>	05/11/2011		A	7,500 (4) A \$ 0 (4)	222,567	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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.91	05/11/2011		A	12,000	05/11/2011 05/11/2021	Common Stock	12,000

## Reporting Owners

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

## Signatures

/s/ Olivia Bloom for Thomas D. Kiley  
05/13/2011  
\*\*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 11, 2011 of \$4.91 per share.
- 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 the earlier of each anniversary date of May 11, 2011 or the annual stockholders meeting date in that year. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.
- (2)
- (3)

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The shares of restricted stock will remain subject to a repurchase right of Geron over two years, during which time the repurchase right will lapse with respect to 50% of such shares on each anniversary date of September 18, 2011. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.

- (4) The shares of restricted stock will remain subject to a repurchase right of Geron over two years, during which time the repurchase right will lapse with respect to 50% of such shares on each anniversary date of May 19, 2011. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.

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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