

Spink Katharine E.  
Form 3  
February 26, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Spink Katharine E.  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
02/25/2009

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O GERON CORPORATION,Â 230 CONSTITUTION DRIVE

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
VP Ops, Regen Med Programs

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

6,406 <sup>(1)</sup>

D Â

Common Stock

2,625 <sup>(2)</sup>

D Â

Common Stock

4,375 <sup>(3)</sup>

D Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	12/17/2007	12/17/2013	Common Stock	30,000	\$ 10.01	D	Â
Stock Option (right to buy)	05/27/2008	05/27/2014	Common Stock	4,849	\$ 7.56	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	05/06/2015	Common Stock	12,000	\$ 6.4	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	05/24/2016	Common Stock	13,130	\$ 6.63	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	05/23/2017	Common Stock	7,000	\$ 9.32	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	05/28/2018	Common Stock	8,750	\$ 3.97	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spink Katharine E. C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	Â	Â	Â VP Ops, Regen Med Programs	Â

## Signatures

/s/ Olivia Bloom for Katharine E. Spink 02/26/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 repurchase right of Geron until May 23, 2009, at which time such repurchase right will lapse. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to the Company through the vesting date.

(2) The shares of restricted stock will remain subject to a repurchase right of Geron over four years, commencing May 23, 2007, during such time the repurchase right will lapse with respect to 25% of such shares on each anniversary date of the date of grant. The lapse of Geron's repurchase right is conditioned on the employee continuing to provide services to the Company through each vesting date.

(3) The shares of restricted stock will remain subject to a repurchase right of Geron over four years, commencing May 28, 2008, during such time the repurchase right will lapse with respect to 25% of such shares on each anniversary date of the date of grant. The lapse of Geron's

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repurchase right is conditioned on the employee continuing to provide services to the Company through each vesting date.

- (4) This option is exercisable in a series of 48 equal monthly installments commencing May 6, 2005 provided the optionee continues to provide services to the Company.
- (5) This option is exercisable in a series of 48 equal monthly installments commencing May 24, 2006 provided the optionee continues to provide services to the Company.
- (6) This option is exercisable in a series of 48 equal monthly installments commencing May 23, 2007 provided the optionee continues to provide services to the Company.
- (7) This option is exercisable in a series of 48 equal monthly installments commencing May 28, 2008 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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