

FRITZKY EDWARD V

Form 4

May 13, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRITZKY EDWARD V

(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)

05/11/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	05/11/2011		A	(A) or (D) Amount 4,073 (1)	\$ 0 (1) 171,458	D	
Common Stock <u>(2)</u>	05/11/2011		A	(A) or (D) Amount 7,000 (2)	\$ 0 (2) 178,458	D	
Common Stock <u>(3)</u>	05/11/2011		A	(A) or (D) Amount 2,500 (3)	\$ 0 (3) 180,958	D	
Common Stock <u>(4)</u>	05/11/2011		A	(A) or (D) Amount 7,500 (4)	\$ 0 (4) 188,458	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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.91	05/11/2011		A	14,000	05/11/2011 05/11/2021	Common Stock	14,000

Reporting Owners

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

Signatures

/s/ Olivia Bloom for Edward V.
Fritzky

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 July 10, 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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