KELLY MALISSA Form 4 September 09, 2002

FORM 4

_ Check this box if no longer subject to Section

obligations may continue.

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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(f) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

(Print or Type Responses)

Name and Addre Kelly, Melissa A.	ss of Reporting	Person*		er Name and Corporation		Tradir	g Symbol	Person(s) to Issuer (C Director 10% Owner X Officer (s Other (spec	give title below)	
c/o Geron Corporat 230 Constitution Di	rive (Street)	of Reporting Person, if an entity (voluntary)				Statement for onth/Year 5/02 If Amendment, ate of Original Ionth/Day/Year)	7. Individua (Check App X Form file Person Form file	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting		
(City)	(State) (Zip)			Table I No	n-Deriva	tive Se	Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Coo (Instr. 8) Code		4. Securities Disposed of (Instr. 3, 4 & Amount	(D)	(A) or	5. Amount of Securities Beneficially Owned at End of Month	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(D)		(Instr. 3 & 4)	(11011111)		

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

(Over) SEC 1474

(3-99)

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)														
	2. Conver-	3. Trans-						7. Title and		8. Price of	9. Number	10.	11. Nature	
	sion or				and Expiration						Owner-	of Indirect		
Security	Excercise	Date	action Derivative					Underlying		Security	Derivative	ship	Beneficial	
	Price of		Code So		Securities		(Month/Day/		Securities		(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/			Acquired		Year)		(Instr. 3 & 4)			Beneficially	of Deriv-	(Instr. 4)
	Security	Day/	(Instr. (A		(A) or							Owned at	ative	
		Year)	8) Disposed		ed						End of	Security:		
			of (D)								Direct			
												(Instr. 4)	(D)	
			(Instr. 3, 4							(2113121 1)	or			
			& 5)									Indirect		
						(D)	Date	Expira-	Title Amount				(I)	
			Couc	٧	(A)			Expira- tion	Title	or			(Instr. 4)	
								Date		Number				
								Date		of				
										Shares				
E 1	¢2.76	9/5/02			65,000		(1)	0/5/10				176 667	D	
Employee	\$3.70	9/3/02	A		65,000		(1)	9/5/12	Common	65,000		176,667	ע	
Stock									Stock					
Option														
(right to														
buy)														
				1						I				

Explanation of Responses:

(1) The option is exercisable in a series of 48 consecutive monthly installments commencing September 5, 2002 provided the optioneed continues to provide services to the company.

Melissa A. Kelly 9/9/02
**Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).