

FRITZKY EDWARD V

Form 4

May 13, 2011

**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 \*  
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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock <u>(1)</u>	05/11/2011		A		4,073 <u>(1)</u>	A	\$ 0 <u>(1)</u> 171,458	D
Common Stock <u>(2)</u>	05/11/2011		A		7,000 <u>(2)</u>	A	\$ 0 <u>(2)</u> 178,458	D
Common Stock <u>(3)</u>	05/11/2011		A		2,500 <u>(3)</u>	A	\$ 0 <u>(3)</u> 180,958	D
Common Stock <u>(4)</u>	05/11/2011		A		7,500 <u>(4)</u>	A	\$ 0 <u>(4)</u> 188,458	D

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



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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.