### Edgar Filing: FRITZKY EDWARD V - Form 4

FRITZKY E	DWARD V										
Form 4	-										
May 21, 2010											
Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES SECURITIES								ОМВ	3235-0287		
								irs per			
(Print or Type R	Responses)										
			2. Issuer Name <b>and</b> 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					ck all applicable	x an applicable)		
				(Month/Day/Year) 05/19/2010				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		Filed(Month/Day/Year) Ap				Applicable Line) _X_ Form filed by	Individual or Joint/Group Filing(Check pplicable Line) K_ Form filed by One Reporting Person Form filed by More than One Reporting			
MENLO PA	RK, CA 94025	5						Person	viore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)			on Date, if	Code (D)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	05/19/2010			А	3,781 (1)	А	\$ 5.29	116,135	D		
Common Stock (2)	05/19/2010			А	6,250 (2)	A	\$ 0 (2)	122,385	D		

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

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# 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.29	05/19/2010		A	12,500	05/19/2010	05/19/2020	Common Stock	12,500
Stock Option (right to buy)	\$ 5.29	05/19/2010		A	5,000	<u>(3)</u>	05/19/2020	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting O when I tunte / I tunte of	Director	10% Owner	Officer	Other			
FRITZKY EDWARD V C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	Х						
Signatures							
/s/ Olivia Bloom for Edward V. Fritzky	05/21/2010						

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

(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 19, 2010 of \$5.29 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 (2) will lapse with respect to 25% of such shares on each anniversary date of May 28, 2010. The lapse of Geron's repurchase right is

- conditioned on the director continuing to provide services to Geron through each vesting date.
- (3) This option is exercisable in a series of 24 consecutive equal monthly installments commencing July 11, 2010, 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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