

Nallicheri Melanie I
 Form 4
 May 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Nallicheri Melanie I

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GERON CORPORATION, 230
 CONSTITUTION DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/20/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Corp Dev

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 (A) or (D)	Price		
Common Stock <u>(1)</u>	05/20/2011		A		10,000 <u>(1)</u>	\$ 0 <u>(1)</u>	25,000	D
Common Stock <u>(2)</u>	05/20/2011		A		40,000 <u>(2)</u>	\$ 0 <u>(2)</u>	65,000	D
Common Stock <u>(3)</u>	05/20/2011		A		60,000 <u>(3)</u>	\$ 0 <u>(3)</u>	125,000	D
Common Stock <u>(4)</u>	05/20/2011		A		60,000 <u>(4)</u>	\$ 0 <u>(4)</u>	185,000	D
Common Stock <u>(5)</u>	05/20/2011		A		5,000 <u>(5)</u>	\$ 0 <u>(5)</u>	190,000	D

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- (3) The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the achievement of certain performance milestone criteria in connection with the Company's strategic initiatives.
- (4) The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the Company's common stock price exceeds certain thresholds.
- (5) The shares of restricted stock will remain subject to a reacquisition right of Geron over 19 months until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.
- (6) The shares of restricted stock will remain subject to a reacquisition right of Geron over three years until the achievement of certain performance milestone criteria in connection with the Company's GRN1005 program.

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.