

KILEY THOMAS
Form 4
July 12, 2005

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 *
KILEY THOMAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
230 CONSTITUTION DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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	07/08/2005		M		20,000	A	\$ 5.08
Common Stock	07/08/2005		M		2,500	A	\$ 5.08
Common Stock	07/08/2005		M		5,000	A	\$ 5.08
Common Stock	07/08/2005		M		10,000	A	\$ 4.75
Common Stock	07/08/2005		M		20,000	A	\$ 6.24
	07/08/2005		M		2,500	A	
							23,462
							25,962
							30,962
							40,962
							60,962
							63,462

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Common Stock \$ 6.24

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 5.08	07/08/2005		M	20,000	05/30/2003 05/30/2013	Common Stock 20,000
Stock Option (right to buy)	\$ 5.08	07/08/2005		M	2,500	05/30/2003 05/30/2013	Common Stock 2,500
Stock Option (right to buy)	\$ 5.08	07/08/2005		M	5,000	<u>(1)</u> 05/30/2013	Common Stock 5,000
Stock Option (right to buy)	\$ 4.75	07/08/2005		M	10,000	09/17/2001 09/17/2008	Common Stock 10,000
Stock Option (right to buy)	\$ 6.24	07/08/2005		M	20,000	05/17/2002 05/17/2012	Common Stock 20,000
Stock Option (right to buy)	\$ 6.24	07/08/2005		M	2,500	05/17/2002 05/17/2012	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILEY THOMAS 230 CONSTITUTION DRIVE MENLO PARK, CA 94025		X		

Signatures

/s/ Olivia Bloom for Thomas D. Kiley	07/12/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) This option is exercisable in a consecutive series of 48 monthly installments commencing May 30, 2003 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. 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.