#### Edgar Filing: BARKAS ALEXANDER E - Form 4

#### BARKAS ALEXANDER E

Form 4 May 13, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* BARKAS ALEXANDER E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

GERON CORP [GERN] 3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

C/O GERON CORPORATION, 230

(Street)

(State)

(First)

**CONSTITUTION DRIVE** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/11/2011

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MENLO PARK, CA 94025

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)			Securities Form: Direct	7. Nature of Indirect Beneficial		
(msu: 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	05/11/2011		A	14,000 (1)	A	\$ 0 (1)	338,122	D	
Common Stock (2)	05/11/2011		A	5,000 (2)	A	\$ 0 (2)	343,122	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. Transaction Code (Instr. 8)	5. Number of or 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)	\$ 4.91	05/11/2011		A	28,000	05/11/2011	05/11/2021	Common Stock	28,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BARKAS ALEXANDER E C/O GERON CORPORATION 230 CONSTITUTION DRIVE MENLO PARK, CA 94025	X					

### **Signatures**

/s/ Olivia Bloom for Alexander E. Barkas

05/13/2011

\*\*Signature of Reporting Person

Date

## **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).
- The shares of restricted stock will remain subject to a repurchase right of Geron over four years, during such time the repurchase right will lapse with respect to 25% of such shares on the earlier of each anniversary date of May 11, 2011 or the annual stockholders meeting date in that year. The lapse of Geron's repurchase right is conditioned on the director continuing to provide services to Geron through each vesting date.
- The shares of restricted stock will remain subject to a repurchase right of Geron over two years, during which time the repurchase right (2) will lapse with respect to 50% of such shares on each anniversary date of March 20, 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.

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