

WALKER JOHN PETER
Form 4
January 30, 2009

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 *
WALKER JOHN PETER

(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)

01/30/2009

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	(A) or (D)	Price
Common Stock	01/30/2009		M		20,000	A	\$ 5.08
							59,119 ⁽⁴⁾
Common Stock	01/30/2009		M		2,500	A	\$ 5.08
Common Stock	01/30/2009		M		10,000	A	\$ 5.08
Common Stock	01/30/2009		M		15,000	A	\$ 3.97
Common Stock	01/30/2009		M		1,117	A	\$ 3.97
							87,736

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Common Stock 01/30/2009 S 48,617 D \$ 8.28 39,119 D

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

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(9-02)

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.08	01/30/2009		M	20,000	05/30/2003 04/28/2009 ⁽²⁾	Common Stock	20,000
Stock Option (right to buy)	\$ 5.08	01/30/2009		M	2,500	05/30/2003 04/28/2009 ⁽²⁾	Common Stock	2,500
Stock Option (right to buy)	\$ 5.08	01/30/2009		M	10,000	⁽⁵⁾ 04/28/2009 ⁽²⁾	Common Stock	10,000
Stock Option (right to buy)	\$ 3.97	01/30/2009		M	15,000	05/28/2008 04/28/2009 ⁽²⁾	Common Stock	15,000
Stock Option (right to buy)	\$ 3.97	01/30/2009		M	1,117	⁽³⁾ 04/28/2009 ⁽²⁾	Common Stock	1,117

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

WALKER JOHN PETER	
C/O GERON CORPORATION	
230 CONSTITUTION DRIVE	X
MENLO PARK, CA 94025	

Signatures

/s/ Olivia Bloom for John P. Walker	01/30/2009
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<u> </u> Signature of Reporting Person	Date
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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) Balance reflects expiration of 6,700 unexercised options in Sept. 2008 and cancellation of 5,583 options in connection with Mr. Walker's resignation from the Board of Directors on Jan. 28, 2009.
- (2) In accordance with the Directors Option Plan, options remain exercisable for only 90 days after the date a Director resigns from the Company. Mr. Walker resigned on Jan. 28, 2009.

This option was exercisable in a series of 24 equal monthly installments commencing on Sept. 18, 2008 provided the optionee continued
- (3) to provide services to the Company. Remaining unvested options were cancelled in connection with Mr. Walker's resignation from the Board of Directors on Jan. 28, 2009.
- (4) Balance reflects cancellation of 20,625 unvested restricted stock awards in connection with Mr. Walker's resignation from the Board of Directors on Jan. 28, 2009.
- (5) This option was exercisable in a series of 48 equal monthly installments commencing May 23, 2003 provided the optionee continued to provide services to the Company. The option was fully exercisable on May 23, 2007.

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.