

GERON CORP  
Form 8-K  
December 15, 2009

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

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): **December 14, 2009**

**GERON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20859**  
(Commission File Number)

**75-2287752**  
(IRS Employer  
Identification No.)

**230 CONSTITUTION DRIVE  
MENLO PARK, CALIFORNIA 94025**

(Address of principal executive offices, including zip code)

**(650) 473-7700**  
(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Compensatory Arrangements of Certain Officers*

On December 14, 2009, the Compensation Committee of the Board of Directors of Geron Corporation (the [Company]) approved (a) annual base salaries for 2010, and (b) cash performance bonuses for 2009 for the following principal executive officer, principal financial officer and named executive officers of the Company:

<b>Name and Position</b>	<b>Salary Increase</b>	<b>2010 Base Salary</b>	<b>2009 Cash Bonus</b>
Thomas B. Okarma, Ph.D., M.D. President and CEO	\$	□\$ 535,000	\$ 282,500
David L. Greenwood Executive Vice President, CFO	\$	□\$ 415,000	\$ 164,300
Stephen M. Kelsey, M.D., F.R.C.P., F.R.C.Path. Executive Vice President, Chief Medical Officer, Oncology	\$	□\$ 400,000	\$ 158,400
David J. Earp, J.D., Ph.D. Senior Vice President, Bus. Dev. and Chief Patent Counsel	\$	□\$ 325,000	\$ 114,400
Melissa Kelly Behrs Senior Vice President, Therapeutic Development, Oncology	\$	□\$ 320,000	\$ 112,600
Jane S. Lebkowski, Ph.D. Senior Vice President, Chief Scientific Officer, Regenerative Medicine	\$	□\$ 335,000	\$ 117,900
Katherine E. Spink, Ph.D. Vice President Operations, Regenerative Medicine	\$ 40,000	\$ 260,000	\$ 74,800

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GERON CORPORATION

Date: December 15, 2009

By: /s/ David L. Greenwood  
Name: David L. Greenwood  
Title: Executive Vice President, Chief Financial Officer

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