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GERON CORP
Form 8-K
January 05, 2007

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

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): January 3, 2007

GERON CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	0-20859	75-2287752
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

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

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On January 3, 2007, the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Geron Corporation (the "Company") approved (a) increases in annual base salaries for 2007, (b) cash performance bonuses for 2006 and (c) long-term incentive awards for the following principal executive officer, principal financial officer and named executive officers of the Company:

Name and Position	2007 Salary Increase	New 2007 Base Salary	2006 Cash Bonus
Thomas B. Okarma, Ph.D., M.D. President and CEO	\$ 35,000	\$ 510,000	\$ 256,500
Alan B. Colowick, M.D., M.P.H. President, Oncology	\$ --	\$ 425,000	\$ 124,300
David L. Greenwood Executive Vice President and CFO	\$ 30,000	\$ 395,000	\$ 147,800
David J. Earp Senior Vice President, Bus. Dev. and Chief Patent Counsel	\$ 23,000	\$ 310,000	\$ 86,100
Melissa Kelly Behrs Senior Vice President, Oncology	\$ 45,000	\$ 305,000	\$ 81,900
Jane L. Lebkowski Senior Vice President, Regenerative Medicine	\$ 35,000	\$ 320,000	\$ 85,500
Calvin B. Harley Chief Scientific Officer	\$ 23,000	\$ 305,000	\$ 88,800

Note:

- (1) The Long-Term Incentive Award represents awards of restricted stock from the Company's 2002 Equity Incentive Plan as a long-term retention incentive for certain executive officers. The shares of restricted stock will remain subject to a repurchase right of Geron until January 3, 2008, at which time such repurchase right will lapse with respect to 50% of such shares. Geron's repurchase right will lapse with respect to the balance of the shares on January 3, 2009. The lapse of Geron's repurchase right is conditioned on the executive officer continuing to provide services to Geron through each vesting date.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GERON CORPORATION

Date: January 5, 2007

By: /s/ David L. Greenwood

David L. Greenwood
Executive Vice President and
Chief Financial Officer