

Thompson Christopher M.T.
Form 4
January 04, 2013

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 *
Thompson Christopher M.T.

2. Issuer Name and Ticker or Trading Symbol
GOLDEN STAR RESOURCES LTD [GSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10901 W TOLLER DR, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

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

LITTLETON, CO 80127
(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)
				(A) or (D)	Price		
				Code	V	Amount	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares	
				Code	V					
Common Share Option (Right to Buy)	\$ 2.02 ⁽¹⁾	12/31/2012		D ⁽²⁾		200,000	02/13/2012	⁽²⁾	Common Shares	200,0
Share Appreciation Right (SAR)	\$ 1.98 ⁽³⁾	12/31/2012		D ⁽⁴⁾		100,000	02/13/2015	⁽⁴⁾	Common Shares	100,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Christopher M.T. 10901 W TOLLER DR SUITE 300 LITTLETON, CO 80127	X			

Signatures

Roger Palmer Pursuant to Power of Attorney for Christopher M. T. Thompson 01/03/2013

**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).
- (1) Options are priced in CDN\$ at CDN\$2.02; this amount is the US\$ equivalent (CDN\$1.00= US\$0.9982).
Mr. Thompson surrendered to the Corporation 200,000 of the stock options previously granted to him when he stepped down as Chairman of the Board. Mr. Thompson remains a director of the Corporation. While reporting of the surrender of a long derivative position for no value is not required under Section 16 of the Securities Act of 1934, as amended, recognizing that the Corporation is organized under the laws of Canada and that in compliance with Canadian Securities law insider reports must be filed to report all changes to insider holdings, this report is filed for consistency.
- (2) SARs are priced in US\$.
Mr. Thompson surrendered to the Corporation 100,000 of the Share Appreciation Rights (SARs) previously granted to him when he stepped down as Chairman of the Board. Mr. Thompson remains a director of the Corporation. While reporting of the surrender of a long derivative position for no value is not required under Section 16 of the Securities Act of 1934, as amended, recognizing that the Company is organized under the laws of Canada and that in compliance with Canadian Securities law insider reports must be filed to report all changes to insider holdings, this report is filed for consistency.

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.