RICHINGS MICHAEL B

Form 4

September 15, 2010

FORM 4

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

OMB Number: 3235-0287

Estimated average

Expires:

Form filed by More than One Reporting

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * RICHINGS MICHAEL B | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|-----------|--|---|--|--|
| | | | VISTA GOLD CORP [VGZ] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| C/O VISTA GOLD CORP., 7961 | | | 09/13/2010 | X Officer (give title Other (specify | | |
| SHAFFER PARKWAY, SUITE 5 | | , SUITE 5 | | below) below) Exec. Chairman and CEO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |

LITTLETON, CO 80127

(State)

(Zip)

(City)

| (,) | 1 able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
|------------|---|--------------------|-------------------------------|--------------|-----------|------------|------------------|--------------|--------------|--|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securiti | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of | | | of | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | Code (D) | | | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 | and 5 | 5) | Owned | Indirect (I) | Ownership | | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | (4) | | Reported | | | | |
| | | | | | (A) | | Transaction(s) | | | | |
| | | | C-J- V | A 4 | or (D) | D.:: | (Instr. 3 and 4) | | | | |
| C | | | Code V | Amount | (D) | Price | | | | | |
| Common | 09/13/2010 | | A | 15,000 | A | \$ 0 | 102,397 | D | | | |
| Stock | 07/13/2010 | | 2.1 | (1) | | ΨΟ | 102,377 | D | | | |

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.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title a Amount of Underlying Securities (Instr. 3 a | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|---------------|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------------------|-------|--|--|--|
| Fg | Director | 10% Owner | Officer | Other | | | |
| RICHINGS MICHAEL B C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127 | X | | Exec. Chairman and CEO | | | | |

Signatures

/s/ Gregory G. Marlier, as attorney-in-fact for Michael B. 09/15/2010 Richings

> **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).
- Represents restricted stock units which vest on 9/13/2011.

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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