VISTA GOLD CORP

Form 4

October 26, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

2005

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Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Eppler William Durand**

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

VISTA GOLD CORP [VGZ]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 10/22/2010

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

165 GILPIN STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

DENVER, CO 80218

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

	2. Conversion	3. Transaction Date (Month/Day/Year)	
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)

4.	5. Number of
Transactio	onDerivative
Code	Securities
(Instr. 8)	Acquired (A)

6. Date Exercisable and	,
Expiration Date	1
(Month/Day/Year)	(

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares

Special

Special Warrants \$0 10/22/2010 P 70,000 70,000 Warrants

(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
• 0	Director	10% Owner	Officer	Other
Eppler William Durand 165 GILPIN STREET DENVER, CO 80218	X			

Signatures

/s/ Gregory G. Marlier, as attorney-in-fact for William Durand 10/25/2010 **Eppler** **Signature of Reporting Person

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).

Each special warrant consists of one common share plus one common share purchase warrant. The special warrants will automatically convert into common stock and warrants upon shareholder approval, but in no event any later than December 15, 2010. The warrants are exercisable at \$3.50 for the first year, \$4.00 for the second year, \$4.50 for the third year and \$5.00 thereafter until the expiration date of October 21, 2015, subject to acceleration by the Issuer upon certain conditions.

Date

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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