VISTA GOLD CORP

Form 4/A June 05, 2007

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

1(b).

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 * **CLARK JOHN M**

(First) (Middle) (Last)

VISTA GOLD CORP., 7961 SHAFFER PARKWAY, SUITE 5

(Street)

LITTLETON, CO 80127

2. Issuer Name and Ticker or Trading Symbol

VISTA GOLD CORP [VGZ]

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

05/10/2007

4. If Amendment, Date Original

Filed(Month/Day/Year) 05/14/2007

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

(A)

or

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

Edgar Filing: VISTA GOLD CORP - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 2.11 (1)	05/10/2007(2)		A	4,742	05/10/2007(3)	05/17/2011	Common Shares	4,74
Employee Stock Option (right to buy)	\$ 3.08 (1)	05/10/2007 <u>(2)</u>		A	4,742	05/10/2007(4)	07/08/2007	Common Shares	4,74
Employee Stock Option (right to buy)	\$ 4.13 <u>(1)</u>	05/10/2007(2)		A	28,454	05/10/2007(5)	12/18/2008	Common Shares	28,4
Employee Stock Option (right to buy)	\$ 7.74 <u>(1)</u>	05/10/2007(2)		A	14,227	05/10/2007(6)	07/30/2011	Common Shares	14,2

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
CLARK JOHN M VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	X					
O : .						

Signatures

/s/ Gregory G. Marlier, Attorney-in-Fact for John Clark 06/05/2007

**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).

Reporting Owners 2

Edgar Filing: VISTA GOLD CORP - Form 4/A

- (1) This amount is in Canadian dollars.
- The reporting person is amending the Form 4 originally filed to report the terms of the Issuer's new options received in partial exchange (2) for the Issuer's old options (the "Old Options") pursuant to the Arrangement Agreement, as determined following the Effective Date (capitalized terms as defined in original report).
- (3) The original grant date for the Old Options was May 18, 2001. The Old Options vested in full on the original grant date.
- (4) The original grant date for the Old Options was July 8, 2002. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
- (5) The original grant date for the Old Options was December 19, 2003. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
- The original grant date for the Old Options was July 31, 2006. The Old Options vested on the original grant date as to one-third of the underlying shares. One-third of the underlying shares will vest on the first anniversary of the grant date and the remaining one-third will vest on the second anniversary of the grant 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.