Wasel S Mitchel Form 4/A March 10, 2009

## 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

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

Number:

**OMB** 

3235-0287

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January 31, Expires: 2005

**OMB APPROVAL** 

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response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wasel S Mitchel

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

GOLDEN STAR RESOURCES

LTD [GSS]

3. Date of Earliest Transaction

(Month/Day/Year) 03/05/2009

10901 W. TOLLER DRIVE, SUITE

(State)

(First)

300

4. If Amendment, Date Original

Filed(Month/Day/Year)

03/09/2009

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below)

Vice President, Exploration

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LITTLETON, CO 80127

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

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

(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)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount Underlying Securitie

#### Edgar Filing: Wasel S Mitchel - Form 4/A

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8			(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Common Share Options (Rt. to Buy)	\$ 1.32 <u>(1)</u>	03/05/2009		A		75,000		03/05/2009(2)	03/05/2019	Common Shares	75,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wasel S Mitchel 10901 W. TOLLER DRIVE SUITE 300 LITTLETON, CO 80127

Vice President, Exploration

# **Signatures**

S. Mitchel 03/09/2009 Wasel

\*\*Signature of Date
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).
- (1) The exercise price is CD\$1.70; this amount is the US\$ equivalent on the grant date (CD\$1.00=US\$0.7766)
- (2) Vesting schedule is as follows: 25% on grant date; 25% on 1st, 2nd and 3rd anniversaries 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.

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