

Heissenbittel William Holmes  
 Form 4  
 May 20, 2011

**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 \*  
 Heissenbittel William Holmes

(Last) (First) (Middle)  
 1660 WYNKOOP, #1000  
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ROYAL GOLD INC [RGLD]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP of Corporate Development

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 05/18/2011                           |  | M                              |   | 1,875 A \$ 0  | 53,146 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 05/18/2011                           |  | M                              |   | 1,875 A \$ 0  | 55,021 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 05/18/2011                           |  | M                              |   | 1,250 A \$ 0  | 56,271 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 05/18/2011                           |  | M                              |   | 1,250 A \$ 0  | 57,521 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 05/19/2011                           |  | F                              |   | 2,534 D \$ 59.47  | 54,987 <sup>(1)</sup>                                    | D                                 |
|                                 |                                      |  |                                |   |   | <sup>(2)</sup>   |                                   |

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

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Shares                         | \$ 0   | 05/18/2011                           |  | M                              | 1,875   | 05/18/2011 11/07/2012                                    | Common Stock  | 1,875                      |
| Performance Shares                         | \$ 0   | 05/18/2011                           |  | M                              | 1,875   | 05/18/2011 11/05/2013                                    | Common Stock  | 1,875                      |
| Performance Shares                         | \$ 0   | 05/18/2011                           |  | M                              | 1,250   | 05/18/2011 11/18/2014                                    | Common Stock  | 1,250                      |
| Performance Shares                         | \$ 0   | 05/18/2011                           |  | M                              | 1,250   | 05/18/2011 11/17/2015                                    | Common Stock  | 1,250                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Heissenbuttel William Holmes<br>1660 WYNKOOP<br>#1000<br>DENVER, CO 80202 |               |           | VP of Corporate<br>Development |       |

## Signatures

/s/William Holmes Heissenbuttel,  
KG for 05/20/2011

\*\*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) Includes 36,833 shares of restricted stock that have not yet vested.

(2) The range of the weighted average sale price is \$59.31 to \$59.76.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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