

GOLDEN STAR RESOURCES LTD

Form 4/A

December 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
FAGIN DAVID K2. Issuer Name **and** Ticker or Trading
Symbol
GOLDEN STAR RESOURCES
LTD [GSS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
10901 WEST TOLLER
DRIVE, SUITE 3003. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
LITTLETON, CO 80127-63124. If Amendment, Date Original
Filed(Month/Day/Year)
12/07/20066. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/06/2006		M		40,000	A	\$ 1.568 (1)
					693,805	(2)	(3)
							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.**SEC 1474
(9-02)**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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Options (Rt. to Buy)	\$ <u>1.568</u> (1)	12/06/2006		M		20,000		12/19/1996	12/19/2006	Common Shares	20,000
Common Share Options (Rt. to Buy)	\$ <u>1.568</u> (1)	12/06/2006		M		20,000		02/10/1997	02/10/2007	Common Shares	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FAGIN DAVID K 10901 WEST TOLLER DRIVE SUITE 300 LITTLETON, CO 80127-6312	X

Signatures

Roger Palmer for David K. Fagin / Pursuant to Power of Attorney 12/08/2006

____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) The exercise price was CDN\$1.80; this amount is the US\$ equivalent (CDN\$1.00 = US\$0.8713 on the exercise date).
- (2) Includes 21,300 common shares owned indirectly through reporting person's family trust.
- (3) This amendment is being filed to correct this amount, which was incorrectly reported as 703,805 in the original filing.

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.