Thompson Christopher M.T.

Form 4

October 16, 2012

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 4 or 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Thompson Christopher M.T. Symbol

> GOLDEN STAR RESOURCES LTD [GSS]

(First)

10901 W TOLLER DR, SUITE 300

(Middle)

(Street)

LITTLETON, CO 80127

(Month/Day/Year) 10/15/2012

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

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

Person

(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. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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)

Code

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

5. Number of TransactionDerivative

Securities Acquired

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

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

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(Instr. 3) (Month/Day/Year) (Instr. 8) (A) or Disposed of Price of Derivative (D) Security (Instr. 3, 4, and 5) Code V (D) Date Exercisable Expiration Title (A) Amou Date Numb Share Deffered \$ 1.9662 Common Share 10/15/2012 21,615.568 10/15/2012⁽²⁾ (2)Α 21,6 (1) Shares Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Thompson Christopher M.T.

10901 W TOLLER DR
SUITE 300
LITTLETON, CO 80127

Signatures

Roger Palmer for Christopher M. T. Thompson / Pursuant to Power of
Attorney 10/16/2012

**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).
 - The reporting person has received an exempt award of deferred share units ("DSUs") under Golden Star Resources Ltd.'s (the
- (1) "Company") Deferred Share Unit Plan. Each DSU is the economic equivalent of one common share of the Company. The DSU's vested on the award dat
- (2) The DSUs will be settled in cash, common shares or a combination thereof following the reporting person's separation from service.
- (3) The number of DSUs allocated to the reporting person is calculated based on the volume-weighted average trading price of the Company's common shares on the NYSE MKT for the 20 trading days immediately preceding the award date, US\$1.9662.

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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