

Kennedy Shawn Michael Thomas  
 Form 4  
 March 07, 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 \*  
 Kennedy Shawn Michael Thomas

2. Issuer Name and Ticker or Trading Symbol  
 PARAMOUNT GOLD & SILVER CORP. [PZG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 895 GLOVER ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/04/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SMITHERS, A1 V0J 2N6

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2011		P <sup>(1)</sup>		125,000	A	\$ 2.94
Common Stock	03/04/2011		D <sup>(1)</sup>		25,000	D	\$ 4.23
Common Stock	03/04/2011		D <sup>(1)</sup>		25,000	D	\$ 4.22
Common Stock	03/04/2011		D <sup>(1)</sup>		25,000	D	\$ 4.15
Common Stock	03/04/2011		D <sup>(1)</sup>		25,000	D	\$ 4.19

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Common Stock      03/04/2011      D<sup>(1)</sup>      25,000      D      \$ 4.15      622,946      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.**

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Purchase Option	\$ 2.94	03/04/2011		X	125,000	08/23/2010 05/31/2011	Common Share	125,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Shawn Michael Thomas 895 GLOVER ROAD SMITHERS, A1 V0J 2N6		X		

## Signatures

/s/ Shawn M. Kennedy      03/04/2011  
 \*\*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).
- The grant of the option by Paramount on August 23, 2011 was in exchange for X-Cal Resources Ltd. options. The options were issued by (1) Paramount upon the acquisition of X-Cal Resources Ltd by Paramount. The original grant of the X-Cal options to Shawn Kennedy was May 31, 2006

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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