

SHERBORNE JOHN ELLIOTT JR  
 Form 4  
 September 01, 2009

**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 \*  
 SHERBORNE JOHN ELLIOTT JR

2. Issuer Name and Ticker or Trading Symbol  
 GEOVIC MINING CORP.  
 [TSX-GMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1200 17TH STREET, STE 980  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/31/2009

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

DENVER, CO 80202

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/31/2009		P	82,055 (1)	D 92,055	D	

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Replacement option to purchase common stock	\$ 0.05	08/31/2009	08/31/2009	J	56,900 (1)	11/23/2001	11/23/2016	Common Stock	56
Replacement option to purchase common stock	\$ 0.08	08/31/2009	08/31/2009	J	66,000 (1)	11/23/2001	11/23/2016	Common Stock	66
Replacement option to purchase common stock	\$ 0.23	08/31/2009	08/31/2009	J	2,780 (1)	11/23/2001	11/23/2016	Common Stock	2
Replacement option to purchase common stock	\$ 0.08	08/31/2009	08/31/2009	J	117,530 (1)	12/31/2002	12/31/2017	Common Stock	11
Replacement option to purchase common stock	\$ 0.23	08/31/2009	08/31/2009	J	15,510 (1)	12/31/2002	12/31/2017	Common Stock	15
Replacement option to purchase common stock	\$ 0.08	08/31/2009	08/31/2009	J	130,016 (1)	12/31/2003	12/31/2013	Common Stock	13
Replacement option to purchase common stock	\$ 0.15	08/31/2009	08/31/2009	J	400,000 (1)	12/31/2003	12/31/2013	Common Stock	40
Replacement option to purchase	\$ 0.08	08/31/2009	08/31/2009	J	50,016 (1)	12/31/2004	12/31/2014	Common Stock	50

common  
stock

Replacement  
option to  
purchase  
common  
stock

\$ 0.38	08/31/2009	08/31/2009	J	40,000 <u>(1)</u>	12/31/2004	12/31/2014	Common Stock	40
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Replacement  
option to  
purchase  
common  
stock

\$ 1.3	08/31/2009	08/31/2009	J	60,011 <u>(1)</u>	12/31/2005	12/31/2015	Common Stock	60
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Replacement  
option to  
purchase  
common  
stock

\$ 1.08	08/31/2009	08/31/2009	J	16,668 <u>(1)</u>	08/15/2006	08/15/2016	Common Stock	16
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Replacement  
option to  
purchase  
common  
stock

\$ 1.08	08/31/2009	08/31/2009	J	20,000 <u>(1)</u>	08/15/2006	08/15/2016	Common Stock	20
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Replacement  
option to  
purchase  
common  
stock

<u>(3)</u>	08/31/2009	08/31/2009	J	125,000 <u>(1)</u>	10/26/2007	10/25/2017	Common Stock	12
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Replacement  
option to  
purchase  
common  
stock

<u>(4)</u>	08/31/2009	08/31/2009	J	125,000 <u>(1)</u>	01/03/2008	01/02/2018	Common Stock	12
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Replacement  
option to  
purchase  
common  
stock

<u>(5)</u>	08/31/2009	08/31/2009	J	37,500 <u>(1)</u>	02/03/2009	02/03/2019	Common Stock	37
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERBORNE JOHN ELLIOTT JR 1200 17TH STREET, STE 980 DENVER, CO 80202	X		CEO, President	

## Signatures

/s/ John E.  
Sherborne

09/01/2009

\_\_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) Reflects transfer of half of individually owned common stock and common stock purchase options for no additional consideration to former spouse pursuant to a property settlement made in connection with termination of marriage.
- (2) Reporting Person now holds options to purchase a total of 1,262,931 shares of common stock, of which 1,165,431 are presently exercisable.
- (3) Option exercise price is Cdn\$2.36.
- (4) Option exercise price is Cdn\$1.68.
- (5) Option exercise price is Cdn\$0.65.

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.