

Coetzer Samuel T.
Form 4
April 16, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coetzer Samuel T.

2. 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)
150 KING STREET WEST, SUN
LIFE FINANCIAL TOWER, SUITE
1200

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President and CEO

(Street)
TORONTO, A6 M5H1J9

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

(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 (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	(D)	Price

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

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(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 An Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Common Share Options	\$ 1.62 ⁽¹⁾	02/28/2013		A	512,540	02/28/2013 ⁽²⁾ 02/28/2018	Common Share Options
Share Appreciation Rights (SARs) ⁽³⁾	\$ 1.67 ⁽⁴⁾	02/28/2013		A	384,917	02/28/2016 ⁽⁵⁾ 12/31/2018	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coetzer Samuel T. 150 KING STREET WEST SUN LIFE FINANCIAL TOWER, SUITE 1200 TORONTO, A6 M5H1J9	X		President and CEO	

Signatures

Sam Coetzer 04/16/2013

 Signature of Date
Reporting Person

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) Options priced in CDN\$1.67; this amount is the US\$ equivalent on the grant date (CD\$1.00=US\$0.9723).
- (2) Vesting schedule is as follows: 33.33% on grant date, 33.33% on 1st and 2nd anniversaries of grant date.
- (3) SARs are granted pursuant to the Golden Star Resource Ltd. Share Appreciation Rights Plan. All SAR exercises will be settled in cash.
- (4) SARs priced in US\$.
- (5) SARs vest 33.33% in three years and 33.33% in year four and 33.33% in year five and will expire on December 31, 2018.

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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