

# GOLDEN STAR RESOURCES LTD.

Reported by  
**THOMPSON CHRISTOPHER M.T.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/13 for the Period Ending 02/13/12

Telephone	416 583 3800
CIK	0000903571
Symbol	GSS
SIC Code	1040 - Gold And Silver Ores
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Thompson Christopher M.T.</b>  (Last) (First) (Middle)  <b>10901 W TOLLER DR, SUITE 300</b>  (Street)  <b>LITTLETON, CO 80127</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GOLDEN STAR RESOURCES LTD</b> <b>[ GSS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/13/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Common Share Option (Right to Buy)</b>	<b>\$2.02</b> (1)	<b>12/31/2012</b>		<b>D</b> (2)		<b>200000</b>		<b>2/13/2012</b>	<b>(2)</b>	<b>Common Shares</b>	<b>200000</b>	<b>\$0</b>	<b>400000</b>	<b>D</b>	
<b>Share Appreciation Right (SAR)</b>	<b>\$1.98</b> (3)	<b>12/31/2012</b>		<b>D</b> (4)		<b>100000</b>		<b>2/13/2015</b>	<b>(4)</b>	<b>Common Shares</b>	<b>100000</b>	<b>\$0</b>	<b>100000</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Options are priced in CDN\$ at CDN\$2.02; this amount is the US\$ equivalent (CDN\$1.00= US\$0.9982).
- (2) Mr. Thompson surrendered to the Corporation 200,000 of the stock options previously granted to him when he stepped down as Chairman of the Board. Mr. Thompson remains a director of the Corporation. While reporting of the surrender of a long derivative position for no value is not required under Section 16 of the Securities Act of 1934, as amended, recognizing that the Corporation is organized under the laws of Canada and that in compliance with Canadian Securities law insider reports must be filed to report all changes to insider holdings, this report is filed for consistency.
- (3) SARs are priced in US\$.
- (4) Mr. Thompson surrendered to the Corporation 100,000 of the Share Appreciation Rights (SARs) previously granted to him when he stepped down as Chairman of the Board. Mr. Thompson remains a director of the Corporation. While reporting of the surrender of a long derivative position for no value is not required under Section 16 of the Securities Act of 1934, as amended, recognizing that the Company is organized under the laws of Canada and that in compliance with Canadian Securities law insider reports must be filed to report all changes to insider holdings, this report is filed for consistency.

**Reporting Owners**

---

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Christopher M.T. 10901 W TOLLER DR SUITE 300 LITTLETON, CO 80127	X			

**Signatures**

**Roger Palmer Pusuant to Power of Attorney for Christopher M. T. Thompson**

**1/3/2013**

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.