Thompson Christopher M.T.

Form 4

February 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Thompson Christopher M.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) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

10901 WEST TOLLER DRIVE, SUITE 300

> (Street) 4. If Amendment, Date Original

02/13/2012

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

LITTLETON, CO 80127

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

Title and An Underlying Sec

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ·) | (Instr. 3 and 4) |
|---|---|------------|-------------------------|-----------------|---|------------------|--------------------|------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title A |
| Common Share Option (Right to Buy) | \$ 2.02 (1) | 02/13/2012 | | A | 400,000 | 02/13/2012(2) | 02/13/2022 | Common Shares |
| Share Appreciation Right (SAR) | \$ 1.98 <u>(4)</u> | 02/13/2012 | | A | 200,000 | 02/13/2015(5) | 12/31/2015 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | |
| Thompson Christopher M.T. 10901 WEST TOLLER DRIVE SUITE 300 LITTLETON, CO 80127 | X | | | | |

Signatures

/s/ Roger Palmer Pursuant to Power of Attorney 02/15/2012

**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).
- (1) Options priced in CDN\$ at CDN\$2.02; this amount is the US\$ equivalent (CDN\$ 1.00 = US\$ 0.9982)
- (2) Options vest immediately on grant date.
- (3) SARs are granted pursuant to the Golden Star Resources Ltd. Share Appreciation Rights Plan. All SAR exercises will be settled in cash.
- (4) SARs priced in US\$.
- (5) SARs vest 100% three years from grant date.

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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