

GANDER MOUNTAIN CO

Form 3/A

August 25, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Pratt David C

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/16/2005

3. Issuer Name and Ticker or Trading Symbol
GANDER MOUNTAIN CO [GMTN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

08/17/2005

7701 FORSYTH
BOULEVARD, SUITE 1125

(Street)

ST. LOUIS, MO 63105

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

0

D (1) A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pratt David C 7701 FORSYTH BOULEVARD SUITE 1125 ST. LOUIS, MO 63105	☒	☐	☐	☐

Signatures

/s/ Jonathan R. Zimmerman on behalf of David C. Pratt

08/25/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Pratt is currently a beneficiary of the David C. Pratt Irrevocable Grantor Retained Annuity Trust dated 12/1/92. Mr. Pratt has no participation in voting or investment decisions with respect to trust assets. The trust currently holds 1,400,000 shares of the issuer's common stock and a \$20,000,000 floating rate convertible subordinated note of the issuer that is convertible into 1,250,000 shares of the issuer's common stock on August 16, 2005. For purposes of Section 16 of the Securities Exchange Act of 1934, securities held by the trust are deemed to be beneficially owned by Mark R. Gale (as the sole owner and controlling person of Calco, Inc. which is the trustee of the trust). Although Mr. Pratt has no voting or investment power over the trust, Messrs. Pratt and Gale acknowledge, without so admitting, that they could be deemed to constitute a "group" with respect to the trust's investments in the issuer. Mr. Pratt and Mr. Gale are not related by blood or marriage.

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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