

Wasel S Mitchel
Form 4/A
May 10, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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, 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 *
Wasel S Mitchel

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, SUITE 1200
(Street)

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

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Vice President, Exploration

TORONTO, A6 M5H 1J9

4. If Amendment, Date Original Filed(Month/Day/Year)
04/16/2013

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 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)	Code	V	Amount	(D)	Price

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying
------------------------	---------------	--------------------------------------	-------------------------------	----------------	-------------------------	---	-------------------------

Edgar Filing: Wasel S Mitchel - Form 4/A

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)	(Month/Day/Year)	(Instr. 3 and			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Share Options	\$ 1.62 ⁽¹⁾	02/28/2013	A		139,708		02/28/2013 ⁽²⁾	02/28/2018	Common Shares
Share Appreciation Rights ⁽³⁾	\$ 1.67 ⁽⁴⁾	02/28/2013	A		104,920		02/28/2016 ⁽⁵⁾	12/31/2016 ⁽⁵⁾	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wasel S Mitchel 150 KING STREET WEST SUITE 1200 TORONTO, A6 M5H 1J9			Vice President, Exploration	

Signatures

S. Mitchell
Wasel

05/10/2013

 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\$1.67; this amount is the US\$ equivalent of 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% on the first anniversary of grant, 33.33% on the second and third anniversary and will expire on December 31, 2016.

Remarks:

Form 4 is being amended to reflect updated expiry date and vesting schedule per footnote 5.

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.