

Terrell Michael A
Form 4
December 23, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Terrell Michael A

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)
10901 W. TOLLER DRIVE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2005

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

LITTLETON, CO 80127

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	(A) or (D)	Price	
Common Stock	12/21/2005		A		1,244,731	A	1,244,731	D
Common Stock	12/21/2005		A		634,241	A	1,878,972	I (2) (3)

See footnotes (2)(3)

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)

Edgar Filing: Terrell Michael A - Form 4

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

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock option (right to buy)	\$ 2.15 ⁽⁴⁾	12/21/2005		A	360,000	12/21/2005	10/30/2008	Common Stock	360,000
Stock option (right to buy)	\$ 1.57 ⁽⁶⁾	12/21/2005		A	216,000	12/21/2005	09/21/2009	Common Stock	216,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terrell Michael A 10901 W. TOLLER DRIVE SUITE 300 LITTLETON, CO 80127		X		

Signatures

/s/ Michael A.
Terrell
12/22/2005
Date

**Signature of 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) Received in exchange for common shares of St. Jude Resources Ltd. ("St. Jude") in connection with the acquisition of St. Jude by the issuer that was completed on December 21, 2005. On that date, the closing price of St. Jude's common stock was CDN\$1.92 per share and the closing price of the issuer's common stock was CDN\$2.70 per share.
 - (2) These shares are held by Bluestar Management Inc. ("Bluestar"). The reporting person is the principal of Bluestar, and, in such capacity, may be deemed to have voting and dispositive power over the shares held for the account of Bluestar.
 - (3) The filing of this statement shall not be deemed an admission that the reporting person is the beneficial owner of any securities not held directly by his account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
 - (4) The exercise price of the option is CDN\$2.50; this is the US\$ equivalent on the transaction date.

Edgar Filing: Terrell Michael A - Form 4

- (5) Received in exchange for an option to purchase 500,000 shares of St. Jude at CDN\$1.80 in connection with the acquisition.
- (6) The exercise price of the option is CDN\$1.82; this is the US\$ equivalent on the transaction date.
- (7) Received in exchange for an option to purchase 300,000 shares of St. Jude at CDN\$1.31 in connection with the acquisition.

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.