

ROYAL GOLD INC

Form 4

December 23, 2016

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heissenbittel William Holmes

(Last) (First) (Middle)

1660 WYNKOOP, #1000

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ROYAL GOLD INC [RGLD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	12/21/2016		M		6,640	A \$ 29.75	73,915 ⁽¹⁾ D
Common Stock	12/21/2016		M		3,360	A \$ 29.75	77,275 ⁽¹⁾ D
Common Stock	12/21/2016		M		3,000	A \$ 30.96	80,275 ⁽¹⁾ D
Common Stock	12/21/2016		M		7,000	A \$ 30.96	87,275 ⁽¹⁾ D
Common Stock	12/21/2016		D		3,463 ⁽²⁾	D \$ 62.59	83,812 ⁽¹⁾ D

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Common Stock	12/21/2016	F	1,704 (3)	D	\$ 62.59	82,108 (1)	D
Common Stock	12/23/2016	S	7,817 (4)	D	\$ 61.8866 (5)	74,291 (1)	D

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

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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 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 or Number of Shares
Stock Option (Right to buy NSO)	\$ 29.75	12/21/2016		M		6,640		11/07/2010	11/07/2017	Common Stock	6,640
Stock Option (Right to Buy ISO)	\$ 29.75	12/21/2016		M		3,360		11/07/2010	11/07/2017	Common Stock	3,360
Stock Option (Right to Buy ISO)	\$ 30.96	12/21/2016		M		3,000		11/05/2011	11/05/2018	Common Stock	3,000
Stock Appreciation Rights (SARs)	\$ 30.96	12/21/2016		M		7,000		11/05/2011	11/05/2018	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	VP Corporate Development

Heissenbittel William Holmes
1660 WYNKOOP
#1000
DENVER, CO 80202

Signatures

Margaret A. Beck as Attorney-in-Fact for William Holmes
Heissenbittel

12/23/2016

__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) Includes 19,635 shares of restricted stock that have not vested.
- (2) Represents the difference between the number of SARs exercised (7,000) and the number of shares issuable as a result of the exercise (3,537).
- (3) Represents shares withheld to satisfy taxes; no shares were sold.
- (4) Includes shares sold to cover option costs and/or taxes on options due to expire in 2017 and 2018.
- (5) The range of the weighted average sales price is \$61.38 to \$62.33.

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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