

VISTA GOLD CORP

Form 4/A

June 05, 2007

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

OMB APPROVAL

OMB
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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 *
Harlan Howard Marshall II

(Last) (First) (Middle)

C/O VISTA GOLD CORP., 7961
SHAFFER PARKWAY, SUITE 5

(Street)

LITTLETON, CO 80127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

VISTA GOLD CORP [VGZ]

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

05/10/2007

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

05/14/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)☒ 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)
				(A) or (D)			
			Code	V	Amount		Price

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

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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.94	05/10/2007 ⁽¹⁾	A		23,712		05/10/2007 ⁽²⁾	09/26/2008	Common Shares	23,712
Employee Stock Option (right to buy)	\$ 2.63	05/10/2007 ⁽¹⁾	A		9,484		05/10/2007 ⁽³⁾	05/07/2009	Common Shares	9,484
Employee Stock Option (right to buy)	\$ 2.95	05/10/2007 ⁽¹⁾	A		18,969		05/10/2007 ⁽⁴⁾	11/08/2009	Common Shares	18,969
Employee Stock Option (right to buy)	\$ 6.84	05/10/2007 ⁽¹⁾	A		9,484		05/10/2007 ⁽⁵⁾	07/30/2011	Common Shares	9,484

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harlan Howard Marshall II C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	VP Business Development

Signatures

/s/ Gregory G. Marlier, Attorney-in-Fact for Howard M. Harlan 06/05/2007

____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).

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- The reporting person is amending the Form 4 originally filed to report the terms of the Issuer's new options received in partial exchange
- (1) for the Issuer's old options (the "Old Options") pursuant to the Arrangement Agreement, as determined following the Effective Date (capitalized terms as defined in original report).
 - (2) The original grant date for the Old Options was September 30, 2003. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
 - (3) The original grant date for the Old Options was May 10, 2004. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
 - (4) The original grant date for the Old Options was November 9, 2004. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
 - (5) The original grant date for the Old Options was July 31, 2006. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% will vest on the first anniversary of the 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.

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