

GOLDEN STAR RESOURCES LTD
 Form 3/A
 January 11, 2008

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Palmer Roger | | (Month/Day/Year) | GOLDEN STAR RESOURCES LTD [GSS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2008 | | 01/07/2008 |
| 10901 W. TOLLER DRIVE,Â SUITE 300 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| LITTLETON,Â COÂ 80127 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | Interim CFO, Vice President | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 shares | 13,358 | D | Â |

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

SEC 1473 (7-02)

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.

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 3/A

| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------------|--------------------------------------|--|----------------------------|
| Common share options (rt. to buy) | 08/29/2000 ⁽¹⁾ 08/29/2010 | Common Shares 75,500 \$ 1.06 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 07/17/2001 ⁽¹⁾ 07/17/2011 | Common Shares 33,400 \$ 0.9 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 01/29/2002 ⁽¹⁾ 01/29/2012 | Common Shares 4,334 ⁽³⁾ \$ 1.02 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 01/30/2003 ⁽¹⁾ 01/30/2013 | Common Shares 8,666 ⁽³⁾ \$ 2.76 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 01/26/2005 ⁽⁴⁾ 01/26/2016 | Common Shares 10,000 \$ 4.03 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 01/31/2006 ⁽⁴⁾ 01/31/2016 | Common Shares 19,000 \$ 3.47 ⁽²⁾ | D Â |
| Common share options (rt. to buy) | 02/02/2007 ⁽⁴⁾ 02/02/2017 | Common Shares 13,026 ⁽⁵⁾ \$ 3.34 ⁽²⁾ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Palmer Roger 10901 W. TOLLER DRIVE SUITE 300 LITTLETON, CO 80127 | Â | Â | Â Interim CFO, Vice President | Â |

Signatures

Roger Palmer 01/11/2008
 **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) Vesting schedule is as follows: 33.3% on grant; 33.3% on 1st & 2nd anniversaries of grant date.
- (2) Options priced in CDN\$; this is the US\$ equivalent.
- (3) This is the corrected amount of the number of shares.
- (4) Vesting schedule is as follows: 25% on grant; 25% on 1st, 2nd & 3rd anniversaries of grant date.
- (5) This derivative security was inadvertently not recorded on the original Form 3 filed on January 7, 2008.

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.