Swinoga Jeffrey A. Form 4 January 09, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Swinoga Jeffrey A.

Symbol

GOLDEN STAR RESOURCES LTD [GSS]

2. Issuer Name and Ticker or Trading

(Last) (First) (Middle)

10901 WEST TOLLER DRIVE, SUITE 300

(State)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/07/2013

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President & CFO

10% Owner Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

LITTLETON, CO 80127

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

Code V Amount (D) Price

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4)

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

Conversion

Derivative

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Share Options (Right to Buy)	\$ 1.87 <u>(1)</u>	01/07/2013		A	200,000		(2)	01/07/2023	Common Shares	200,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Swinoga Jeffrey A. 10901 WEST TOLLER DRIVE SUITE 300 LITTLETON, CO 80127

Executive Vice President & CFO

Signatures

/s/ Roger Palmer for Jeffrey A. Swinoga Pursuant to Power of Attorney

01/09/2013

**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).
- The options are exercisable at Cdn \$1.84 per share (US \$1.87) which was the closing price of Golden Star Resources Ltd.'s (the "Company") common shares on the Toronto Stock Exchange on December 12, 2012, the day immediately preceding the grant date following the reporting person's election to Executive Vice President and Chief Financial Officer of the Company, which election became effective on January 7, 2013.
- (2) The options vest, 66,667 as of grant date and 66,666 each vesting on the first and second anniversaries 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. 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.

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