

GOLDEN RIVER RESOURCES CORP.  
 Form 4  
 May 22, 2006

**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 \*  
**GUTNICK STERA MIRIAM**

2. Issuer Name and Ticker or Trading Symbol  
**GOLDEN RIVER RESOURCES CORP. [GORV.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/08/2006**

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

**C/O EDENSOR NOMINEES PTY. LTD., LEVEL 8, 580 ST. KILDA ROAD**

(Street)

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

**MELBOURNE, VICTORIA, C3 3004**

(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, par value \$.0001 per share | 05/08/2006                           |  | J <sup>(1)</sup>               |   | 10,000,000  | A  | \$ 0.1542   |
|   |                                      |  |                                |   | 22,428,558  | I  | (2)   |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options                              | \$ 0.1542  | 05/08/2006                           |  | J                              | 20,000,000  | 05/08/2006 04/30/2011                                    | Common Stock  | 20,000,000                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GUTNICK STERA MIRIAM  
C/O EDENSOR NOMINEES PTY. LTD.  
LEVEL 8, 580 ST. KILDA ROAD  
MELBOURNE, VICTORIA, C3 3004

X

## Signatures

/s/ Stera M. Gutnick 05/10/2006

\*\*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).

Effective as of May 8, 2006, Golden River Resources Corporation (the "Company") agreed to issue to Fast Knight Nominees Pty. Ltd. ("FKN") 10 million shares (the "FKN Shares") of Common Stock and options (the "Options") to purchase 20 million shares of Common

- (1) Stock at an exercise price of \$0.15426 per share and an expiration date of April 30, 2011, in repayment of \$1.5426 million in loans to the Company. FKN is a private corporation that serves as the trustee of a private family investment trust for the benefit of certain members of the family of Joseph I. Gutnick and Stera M. Gutnick.

Of this amount, 10,000,000 shares are owned by FKN, 1,753,984 shares are owned by Kerisridge Pty. Ltd., 5,394,590 shares are owned by Edensor Nominees Pty. Ltd., 1,500,000 shares are owned by Surfer Holdings Pty. Ltd., 2,000,000 shares are owned by Kalycorp Pty.

- (2) Ltd. and 26,000 shares are owned by Pearlway Investments Pty. Ltd. All of these entities are private Australian corporations of which Mr. Gutnick and members of his family are officers, directors and shareholders. This amount excludes 25,650 shares of common stock owned directly by Mrs. Gutnick's husband as to which Mrs. Gutnick disclaims beneficial ownership.

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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