### Edgar Filing: Terrell Michael A - Form 4

Terrell Mic Form 4	chael A									
February 0	·								PPROVAL	
FOR	VI 4 UNITED	STATES					E COMMISSIO		3235-0287	
Check this box						Expires:	January 31,			
Section 16. Form 4 or				<b>F CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Section 16(a) of the Securities Exchange Act of 1934,					2005 average urs per . 0.5	
obligati may co	ions Section 17(	(a) of the F	ublic U	Jtility Hol	ding Cor		of 1935 or Secti			
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> Terrell Michael A			2. Issuer Name <b>and</b> Ticker or Trading Symbol			-	5. Relationship of Reporting Person(s) to Issuer			
			GOLDEN STAR RESOURCES LTD [GSS]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
10901 WE DRIVE, S	EST TOLLER UITE 300		01/31/2	2006						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
LITTLET	ON, CO 80127-63	12					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution 1 any (Month/Da		Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	eport on a separate line	e for each cla	iss of sec	curities bene	ficially ow	ned directly	or indirectly.			
					inforn requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	1		
1 Title of	2 3 Tron	saction Date	31 D	aamad	4	5 Numb	ar of 6 Date Ever	visable and	7 Title and Ar	

1. Title of	2.	3. Transaction Date 3A. Deemee	d 4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year) Execution I	Date, if Transa	actionDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Y	'ear)	(Instr. 3 and	4)
				Code V	7 (A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Options (Right to Buy)	\$ 3.44 <u>(1)</u>	01/31/2006		А	40,000	01/31/2006	01/31/2016	Common Shares	40,000

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Terrell Michael A 10901 WEST TOLLER DRIVE SUITE 300 LITTLETON, CO 80127-6312	X						
Signatures							
Michael A. 02/0 Terrell	01/2006						

#### <u>\*\*</u>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) Exercise price was CDN\$3.94; this is the US\$ equivalent on the transaction date (US\$0.874=CDN\$1.00).

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.