

WENGER STEFAN

Form 4/A

January 08, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WENGER STEFAN

(Last) (First) (Middle)

1660 WYNKOOP STREET
STE.1000

(Street)

DENVER, CO 80302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ROYAL GOLD INC [RGLD]

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

11/07/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/12/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock	11/07/2008		M		1,875	A \$ 0	59,300 ⁽¹⁾ D
Common stock	11/10/2008		S ⁽²⁾		200	D \$ 31.54	59,100 ⁽³⁾ D
Common stock	11/10/2008		S ⁽²⁾		75	D \$ 31.53	59,025 ⁽⁴⁾ D
Common stock	11/10/2008		S ⁽²⁾		600	D \$ 31.53	58,425 ⁽⁵⁾ D

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

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(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 (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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	11/07/2008		M		1,875		<u>(6)</u>	11/07/2011	Common stock	1,875

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WENGER STEFAN 1660 WYNKOOP STREET STE.1000 DENVER, CO 80302	Chief Financial Officer

Signatures

/s/Stefan Wenger,
kg for 01/08/2009

__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) The original Form 4 stated 60,508. Includes 46,250 (the original Form 4 stated 46,042) shares of restricted stock which have not yet vested.
- (2) The original form designated "A."
- (3) The original Form 4 stated 60,308. Includes 46,250 (the original Form 4 stated 46,042) shares of restricted stock which have not yet vested.
- (4) The original Form 4 stated 60,233. Includes 46,250 (the original Form 4 stated 46,042) shares of restricted stock which have not yet vested.

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- (5) The original Form 4 stated 59,633. Includes 46,250 (original Form 4 stated 46,042) shares of restricted stock which have not yet vested.
- (6) Vesting of a performance award which represents a contingent right to receive shares of common stock upon achievement of certain performance goals.

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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