

VISTA GOLD CORP

Form 4/A

June 05, 2007

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

OMB APPROVAL

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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 *
CLARK JOHN M

(Last) (First) (Middle)

**VISTA GOLD CORP., 7961
SHAFFER PARKWAY, SUITE 5**

(Street)

LITTLETON, CO 80127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTA GOLD CORP [VGZ]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/14/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code V	Price		

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Option (right to buy)	\$ 2.11 ⁽¹⁾	05/10/2007 ⁽²⁾	A		4,742		05/10/2007 ⁽³⁾	05/17/2011	Common Shares	4,742		
Employee Stock Option (right to buy)	\$ 3.08 ⁽¹⁾	05/10/2007 ⁽²⁾	A		4,742		05/10/2007 ⁽⁴⁾	07/08/2007	Common Shares	4,742		
Employee Stock Option (right to buy)	\$ 4.13 ⁽¹⁾	05/10/2007 ⁽²⁾	A		28,454		05/10/2007 ⁽⁵⁾	12/18/2008	Common Shares	28,454		
Employee Stock Option (right to buy)	\$ 7.74 ⁽¹⁾	05/10/2007 ⁽²⁾	A		14,227		05/10/2007 ⁽⁶⁾	07/30/2011	Common Shares	14,227		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK JOHN M VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	X			

Signatures

/s/ Gregory G. Marlier, Attorney-in-Fact for John Clark

06/05/2007

 **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).

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- (1) This amount is in Canadian dollars.

The reporting person is amending the Form 4 originally filed to report the terms of the Issuer's new options received in partial exchange

- (2) for the Issuer's old options (the "Old Options") pursuant to the Arrangement Agreement, as determined following the Effective Date (capitalized terms as defined in original report).
- (3) The original grant date for the Old Options was May 18, 2001. The Old Options vested in full on the original grant date.
- (4) The original grant date for the Old Options was July 8, 2002. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
- (5) The original grant date for the Old Options was December 19, 2003. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% vested on the first anniversary of the grant date.
- (6) The original grant date for the Old Options was July 31, 2006. The Old Options vested on the original grant date as to one-third of the underlying shares. One-third of the underlying shares will vest on the first anniversary of the grant date and the remaining one-third will vest on the second anniversary 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.

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