

VISTA GOLD CORP

Form 4/A

June 05, 2007

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

OMB APPROVAL

OMB
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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 *
RICHINGS MICHAEL B

(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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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
displays a currently valid OMB control
number.**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 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)		Date Exercisable	Expiration Date	Title	Amount Number Shares	
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 3.31 ⁽¹⁾	05/10/2007 ⁽²⁾	A		6,775		05/10/2007 ⁽³⁾	11/09/2007	Common Shares	6,775
Employee Stock Option (right to buy)	\$ 3.08 ⁽¹⁾	05/10/2007 ⁽²⁾	A		80,622		05/10/2007 ⁽⁴⁾	07/08/2007	Common Shares	80,622
Employee Stock Option (right to buy)	\$ 3.1	05/10/2007 ⁽²⁾	A		18,969		05/10/2007 ⁽⁵⁾	12/18/2008	Common Shares	18,969
Employee Stock Option (right to buy)	\$ 2.95	05/10/2007 ⁽²⁾	A		123,304		05/10/2007 ⁽⁶⁾	11/08/2009	Common Shares	123,304
Employee Stock Option (right to buy)	\$ 6.84	05/10/2007 ⁽²⁾	A		9,484		05/10/2007 ⁽⁷⁾	07/30/2011	Common Shares	9,484

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHINGS MICHAEL B VISTA GOLD CORP 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	X		President and CEO	

Signatures

/s/ Michael B.
Richings

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).

(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 November 19, 1998. The Old Options vested on the original grant date as to 50% of the underlying shares. 25% vested on November 10, 1999 and the remaining 25% vested on November 10, 2000.

(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 November 9, 2004. 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.

(7) The original grant date for the Old Options was July 31, 2006. The Old Options vested on the original grant date as to 50% of the underlying shares. The remaining 50% will vest on the first 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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