

VISTA GOLD CORP
Form 3
November 19, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Harlan Howard Marshall II

(Last) (First) (Middle)

C/O VISTA GOLD
CORP.,Â 7961 SHAFFER
PARKWAY, SUITE 5

(Street)

LITTLETON,Â COÂ 80127

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/09/2004

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
VP Business Development

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	09/26/2008	Common Shares	30,000	\$ 4.18	D	Â
Employee Stock Option (right to buy)	Â (2)	05/07/2009	Common Shares	10,000	\$ 3.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harlan Howard Marshall II C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON,Â COÂ 80127	Â	Â	Â VP Business Development	Â

Signatures

/s/ Howard M.
Harlan 11/19/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vested as to 15,000 shares on September 29, 2003 and will vest as to the remaining 15,000 shares on September 29, 2004.

(2) The option vested as to 5,000 shares on May 10, 2004 and will vest as to the remaining 5,000 shares on May 10, 2005.

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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