

Golden Minerals Co
Form 4
September 02, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clevenger Jeffrey G

(Last) (First) (Middle)

350 INDIANA STREET, SUITE 800

(Street)

GOLDEN, CO 80401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Golden Minerals Co [AUMN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2015

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		By spouse
Common Stock	09/01/2015		S	60,000 (2)	D \$ 0.3167	364,806 (3)	D
Common Stock	09/01/2015		M	172,500 (4)	A (4)	537,306 (3)	D

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

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SEC 1474
(9-02)

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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 Number Shares
Restricted Stock Units	(5)	09/01/2015		A	30,000	(6) (6)	Common Stock 30,000
KELTIP Units	(4)	09/01/2015		M	172,500	(4) (4)	Common Stock 172,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Clevenger Jeffrey G 350 INDIANA STREET SUITE 800 GOLDEN, CO 80401	X

Signatures

Robert P. Vogels for Jeffrey G. Clevenger Pursuant to Power of Attorney 09/02/2015

__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).

- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- These shares were sold pursuant to a Rule 10b5-1 plan entered into in March 2014 for the purpose of funding tax liabilities associated with the vesting of restricted stock issued pursuant to the Issuer's Amended and Restated 2009 Equity Incentive plan.
- Includes zero shares of restricted common stock that have not yet vested and were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.
- Settlement of the December 13, 2013 grant of 172,500 KELTIP units. Settlement is effective on 9/1/2015, the date on which Mr. Clevenger ceased to serve as an officer or employee of the Issuer. KELTIP Units were granted pursuant to the Issuer's 2013 Key Employee Long-Term Incentive Plan. KELTIP units convert into common stock on a one-for-one basis.
- Each Restricted Stock Unit represents a contingent right to receive one share of Golden Minerals Company common stock. The Restricted Stock Units will vest on the first to occur of (i) the first anniversary of the grant date and (ii) a Change of Control as defined in Golden Minerals Company's Amended and Restated 2009 Equity Incentive Plan.
- Shares of common stock represented by vested Restricted Stock Units will be issued to the reporting person effective on the date on which the reporting person ceases to be a member of the Board of Directors of Golden Minerals Company.

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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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