

DEMPSEY STANLEY
Form 4
November 05, 2009

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 *
DEMPSEY STANLEY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1660 WYNKOOP ST, STE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2009

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

DENVER, CO 80202-1132

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/03/2009 | | M | | 45,020 | A | \$ 20.08 |
| Common Stock | 11/03/2009 | | M | | 23,000 | A | \$ 22.22 |
| Common Stock | 11/03/2009 | | M | | 36,550 | A | \$ 28.78 |
| Common Stock | 11/03/2009 | | M | | 36,640 | A | \$ 29.75 |
| Common Stock | 11/03/2009 | | F ⁽²⁾ | | 74,430 | D | \$ 47.79 |
| | | | | | | | 14,293 |
| | | | | | | I | Spouse |

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Common
Stock

Common
Stock

5,725 I

Stanley
Dempsey,
Jr.
Irrevocable
Trust

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.

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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 |
| Stock Option (NSO Right to Buy) | \$ 20.08 | 11/03/2009 | | M | 45,020 | 05/29/2004 05/29/2013 | Common Stock 45,020 |
| Stock Option (NSO Right to Buy) | \$ 22.22 | 11/03/2009 | | M | 23,000 | 11/08/2006 11/08/2015 | Common Stock 23,000 |
| Stock Option (NSO Right to Buy) | \$ 28.78 | 11/03/2009 | | M | 36,550 | 11/07/2007 11/07/2016 | Common Stock 36,550 |
| Stock Option (NSO Right to Buy) | \$ 29.75 | 11/03/2009 | | M | 36,640 | 11/07/2008 11/07/2017 | Common Stock 36,640 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMPSEY STANLEY 1660 WYNKOOP ST STE 1000 DENVER, CO 80202-1132 | X | | | |

Signatures

| | |
|------------------------------------|------------|
| /s/Stanley Dempsey, kg for | 11/05/2009 |
| **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) Includes 15,000 shares of restricted stock that have not yet vested.
 - (2) The reporting person surrendered shares that he owned and held for more than six months for payment of the exercise prices.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.