

Matter Albert J
Form 3/A
June 27, 2006

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Matter Albert J | | (Month/Day/Year) | GRYPHON GOLD CORP [GGN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | 12/06/2005 |
| SUITE 810, 1130 WEST PENDER STREET | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| VANCOUVER, A1 A V6E 4A4 | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Executive Chairman | |

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) |
|---------------------------------|---|--|---|
| Common Shares | 350,000 | I | Held by family members ⁽¹⁾ ⁽²⁾ |

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

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Matter Albert J SUITE 810, 1130 WEST PENDER STREET VANCOUVER, B.C. V6E 4A4 | X | | Executive Chairman | |

Signatures

/s/ Albert Matter 01/12/2006

**Signature of Date
Reporting Person

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).

On the Form 3 statement filed by Mr. Albert Matter on December 6, 2005, these shares were inadvertently and incorrectly recorded as indirectly beneficially owned shares of Mr. Matter. There was a misunderstanding in regard to Mr. Matter's control of these shares and his relationship with the beneficial owners of these shares. As of the reporting date of December 6, 2005, Mr. Matter did not and does not

(1) have any "direct or indirect pecuniary interest" in these shares, as those terms are defined in Rule 16a-1(a)(2)(i) & (ii) of the Securities and Exchange Act of 1934 ("Exchange Act"). While the owners of these shares are "immediate family members," as defined in Rule 16a-1(e) of the Exchange Act, as of the reporting date, they did not and do not share the same household as Mr. Matter, and therefore, do not create an indirect pecuniary interest for Mr. Matter.--- (CONTINUED ON FOOTNOTE 2)

- (FOOTNOTE 1 CONTINUED) Further, as of the reporting date, Mr. Matter did not and does not control these shares in any way as a trustee or fiduciary for any of the beneficial owners of these shares. Some shares are owned by a minor child, but as of the reporting date, Mr. Matter has no custody rights, and did not and does not control these shares as a guardian, trustee, or any other type of fiduciary.
- (2) Therefore, pursuant to the foregoing and the Rules for the amendment of Form 3, the Form 3 statement filed on December 6, 2005 is hereby amended to strike and remove those shares as listed on Table 1 of this form. These shares are no longer reported as directly or indirectly beneficially owned shares of Mr. Matter.

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.