

Frazier James
Form 4
March 06, 2007

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 *
Forza Capital Management, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
LITTLE SQUAW GOLD MINING CO [LITS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2754 NW CROSSING DRIVE, SUITE 205
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2007

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

BEND, OR 97701

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock	01/31/2007		C	(A) 425,194 (2)	\$ 0.35	5,261,316 (2) I	See Footnote (1) (2) (3) (4)
Common Stock	02/23/2007		C	(A) 300,000 (2)	\$ 0.35	5,561,316 (2) I	See Footnote (1) (2) (3) (4)
Common Stock	03/02/2007		P	(A) 2,000 (4)	\$ 1.1625	2,000 (4) I	See Footnote (1) (2) (3)

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

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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 (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
Class B Warrants	\$ 0.35	01/31/2007		C	425,194	01/31/2006	01/31/2009	Common Stock	425,194 (3)
Class B Warrants	\$ 0.35	02/27/2007		C	300,000	02/25/2006	02/24/2009	Common Stock	300,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forza Capital Management, L.L.C. 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		
Forza Partners, L.P. 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		
Atkinson David 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		
		X		

Frazier James
 2754 NW CROSSING DRIVE
 SUITE 205
 BEND, OR 97701

Signatures

/s/ David Atkinson, member, Forza Capital Management, L.L.C.	03/06/2007
__Signature of Reporting Person	Date
/s/ David Atkinson, member, Forza Capital Management, L.L.C., general partner of Forza Partners, L.P.	03/06/2007
__Signature of Reporting Person	Date
/s/ David Atkinson	03/06/2007
__Signature of Reporting Person	Date
/s/ James Frazier	03/06/2007
__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) The filing of this Form 4 shall not be construed as an admission that Forza Capital Management, L.L.C. ("Forza Capital"), Forza Capital Partners, L.P. ("Forza Partners"), David Atkinson, or James Frazier is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of shares of common stock, or warrants convertible to shares of common stock, of Little Squaw Gold Mining Company (the "Issuer") ("Common Stock") held by Forza Partners or Forza Capital Partners II, L.P. ("Forza Partners II"). Pursuant to Rule 16a-1, Forza Capital, Forza Partners, David Atkinson and James Frazier disclaim such beneficial ownership beyond their pecuniary interest.

(2) Forza Capital holds 5,561,316 shares of Common Stock indirectly through the account of Forza Partners, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners. Messrs. Atkinson and Frazier report the shares of Common Stock held indirectly by Forza Capital because, as the managing members of Forza Capital at the time of purchase, they controlled the disposition and voting of the securities.

(3) Forza Capital holds 574,806 shares of Class B Warrants which are convertible to 574,806 shares of Common Stock indirectly through the account of Forza Partners.

(4) Forza Capital holds 2,000 shares of Common Stock indirectly through the account of Forza Partners II, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners II. Messrs. Atkinson and Frazier report the shares of Common Stock held indirectly by Forza Capital because, as the managing members of Forza Capital at the time of purchase, they controlled the disposition and voting of the securities.

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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