

Heissenbittel William Holmes
 Form 4
 August 23, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Heissenbittel William Holmes

(Last) (First) (Middle)
 1660 WYNKOOP, #1000
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/21/2018

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)
 CFO and Vice President

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/21/2018		M		2,221 (1) A \$ 0	71,038	D
Common Stock	08/21/2018		F		977 D \$ 0	70,061	D
Common Stock	08/21/2018		M		240 (1) A \$ 0	70,301	D
Common Stock	08/21/2018		F		106 D \$ 0	70,195	D
Common Stock	08/21/2018		M		25 (1) A \$ 0	70,220	D

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Common Stock	08/21/2018	F	11	D	\$ 0	70,209	D
Common Stock	08/21/2018	A	<u>3,220</u> (2)	A	\$ 0	73,429	D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	08/21/2018		M	2,221	<u>(1)</u>	08/20/2018	Common Stock	2,221
Performance Shares	\$ 0	08/21/2018		M	240	<u>(1)</u>	08/20/2020	Common Stock	240
Performance Shares	\$ 0	08/21/2018		M	25	<u>(1)</u>	08/16/2021	Common Stock	25
Stock Appreciation Right (SARs)	\$ 77.73	08/21/2018		A	9,434	<u>(3)</u>	08/21/2028	Common Stock	9,434
Stock Option (Right to buy ISOs)	\$ 77.73	08/21/2018		A	1,286	<u>(3)</u>	08/21/2028	Common Stock	1,286

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heissenbuttel William Holmes 1660 WYNKOOP #1000 DENVER, CO 80202			CFO and Vice President	

Signatures

Michelle Perry as Attorney-in-Fact for William Holmes
Heissenbuttel

08/23/2018

__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) A performance award represents a contingent right to receive shares of common stock upon achievement of certain performance goals.
 - (2) Grant of Restricted Stock with a two year hold and then vesting as to one-third in years three, four and five.
 - (3) One-third vests annually over three years beginning on August 21, 2019.

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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