

JOHNSTON JAMES MICHAEL
 Form 3
 April 29, 2011

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 | |
| Â STEELHEAD PARTNERS LLC | | (Month/Day/Year) | GOLD RESERVE INC [GRZ] | |
| (Last) | (First) | 04/20/2011 | | |
| 333 108TH AVE. NE,Â SUITE 2010 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| BELLEVUE,Â WAÂ 98004 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnotes | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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) |
|------------------------------------|--|---|--|
| Class A Common Stock | 12,707,979 ⁽⁴⁾ | I | See footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾ |

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

SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| STEELHEAD PARTNERS LLC 333 108TH AVE. NE SUITE 2010 BELLEVUE, WA 98004 | Â | Â | Â | See footnotes |
| JOHNSTON JAMES MICHAEL 333 108TH AVE. NE SUITE 2010 BELLEVUE, WA 98004 | Â | Â | Â | See footnotes |
| KLEIN BRIAN KATZ 333 108TH AVE. NE SUITE 2010 BELLEVUE, WA 98004 | Â | Â | Â | See footnotes |

Signatures

| | |
|---|------------|
| Steelhead Partners, LLC; By: J. Michael Johnston, its Member-Manager; /s/ J. Michael Johnston | 04/29/2011 |
| __Signature of Reporting Person | Date |
| J. Michael Johnston; /s/ J. Michael Johnston | 04/29/2011 |
| __Signature of Reporting Person | Date |
| Brian K. Klein; /s/ Brian K. Klein | 04/29/2011 |
| __Signature of Reporting Person | Date |

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).
- The reporting persons are: (i) Steelhead Partners, LLC ("Steelhead"), a registered investment advisor within the meaning of Rule 16a-1(a)(1)(v) under the Securities Exchange Act of 1934; and (ii) each of James Michael Johnston and Brian Katz Klein, Steelhead's member-managers.
- The issuer's securities reported on this Form 3 are beneficially held by Steelhead Navigator Master, L.P. ("Steelhead Navigator"). Steelhead is the investment manager of Steelhead Navigator. As a greater than 10% beneficial owner, Steelhead Navigator is separately reporting its holdings in the issuer's securities on a Form 3 filed concurrently herewith. Each of Steelhead, Mr. Johnston, Mr. Klein and Steelhead Navigator expressly disclaims beneficial ownership in these securities, except to the extent of their respective pecuniary interests therein.
- Steelhead and the other reporting persons may be deemed to beneficially own the securities owned by Steelhead Navigator insofar as they may be deemed to have the power to direct the voting or disposition of such securities. The reporting persons have elected therefore to file this Form 3 voluntarily to report Steelhead Navigator's holdings, notwithstanding the reporting exemption applicable to registered investment advisors under Rule 16a-1(a)(1)(v) and to control persons under Rule 16a-1(a)(1)(vii). The filing of this Form 3 should not, however, be deemed an admission by any of the reporting persons that such person falls outside the scope of the foregoing exemptions, or that the reporting persons and/or Steelhead Navigator form a group within the meaning of Rule 16a-1(a)(1).

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- Consistent with the position taken by the issuer in its Schedule 14A filed with the Securities and Exchange Commission on April 29, 2011, 4,024,005 shares of the issuer's Class A common stock (the "Convertible Note Shares") that may be issued to Steelhead Navigator
- (4) upon the conversion of certain convertible notes held by Steelhead Navigator (the "Convertible Notes") are not included in this Form 3 because the receipt of such Convertible Note Shares is contingent upon the issuer's determination, in its sole discretion, to deliver the Convertible Note Shares instead of cash upon conversion of the Convertible Notes.

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.