

JOHNSTON JAMES MICHAEL
Form 4
April 29, 2011

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 *
STEELHEAD PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
GOLD RESERVE INC [GRZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 108TH AVENUE, SUITE 2010

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2011

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

See footnotes (1) (2) (3)

(Street)

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

BELLEVUE, WA 98004

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/28/2011		S		1,000,000 (4)	D	\$ 1.69
					11,707,979	I	

See footnotes (1) (2) (3)

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
STEELHEAD PARTNERS LLC 333 108TH AVENUE, SUITE 2010 BELLEVUE, WA 98004					See footnotes (1) (2) (3)
JOHNSTON JAMES MICHAEL 333 108TH AVENUE, SUITE 2010 BELLEVUE, WA 98004					See footnotes (1) (2) (3)
KLEIN BRIAN KATZ 333 108TH AVENUE, SUITE 2010 BELLEVUE, WA 98004					See footnotes (1) (2) (3)

Signatures

Steelhead Partners, LLC; By: J. Michael Johnston, its Managing Member; /s/ J. Michael Johnston	**Signature of Reporting Person	04/29/2011
James Michael Johnston; /s/ J. Michael Johnston	**Signature of Reporting Person	04/29/2011
Brian Katz Klein; /s/ Brian K. Klein	**Signature of Reporting Person	04/29/2011

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).
- 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.
- (2) The issuer's securities reported on this Form 4 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 4 filed concurrently herewith. Each of Steelhead, Mr. Johnston, Mr. Klein and

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Steelhead Navigator expressly disclaims beneficial ownership in these securities, except to the extent of their respective pecuniary interests therein.

- (3) 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 4 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 4 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).

- (4) 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 upon the conversion of certain convertible notes held by Steelhead Navigator (the "Convertible Notes") are not included in this Form 4 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.