

Coleman James Hayward
 Form 3
 January 06, 2010

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 * Â Coleman James Hayward (Last) (First) (Middle) C/O GOLD RESERVE CORP,Â 926 W. SPRAGUE AVENUE, SUITE 200 (Street) SPOKANE,Â WAÂ 99201 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2010 | 3. Issuer Name and Ticker or Trading Symbol GOLD RESERVE INC [GRZ] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

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 Shares | 183,050 | D | Â |

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) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------------------|----------------------------|----------|---------------------------------------|---|
| Stock Options | 09/27/2006 | 09/27/2011 | Class A Common Shares | 50,000 | \$ 4.19 | D | Â |
| Stock Options | 12/04/2007 | 05/27/2010 | Class A Common Shares | 13,333 | \$ 4.834 | D | Â |
| Stock Options | 12/04/2007 | 11/27/2010 | Class A Common Shares | 13,333 | \$ 4.834 | D | Â |
| Stock Options | 12/04/2007 | 05/27/2011 | Class A Common Shares | 13,333 | \$ 4.834 | D | Â |
| Stock Options | Â ⁽¹⁾ | 12/05/2013 | Class A Common Shares | 53,336 | \$ 0.29 | D | Â |
| Stock Options | 03/18/2010 | 03/18/2014 | Class A Common Shares | 35,000 | \$ 0.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coleman James Hayward C/O GOLD RESERVE CORP 926 W. SPRAGUE AVENUE, SUITE 200 SPOKANE, WA 99201 | Â X | Â | Â | Â |

Signatures

Mary E. Smith, Attorney in Fact for James H. Coleman
Date: 01/06/2010

 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).

(1) One-third vest upon grant date of December 5, 2008 and the remaining vest annually over a two year period.

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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