

GANDER MOUNTAIN CO
Form 3
September 01, 2005

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 Gale Mark R

(Last) (First) (Middle)

7701 FORSYTH BOULEVARD,Â SUITE 1125

(Street)

ST. LOUIS,Â MOÂ 63105

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/16/2005

3. Issuer Name and Ticker or Trading Symbol
GANDER MOUNTAIN CO [GMTN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

Common Stock

1,400,000

I ⁽¹⁾

See footnote ⁽¹⁾

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

SEC 1473 (7-02)

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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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Floating Rate Convertible Subordinated Notes due 2010	08/16/2005	08/15/2010	Common Stock 1,250,000 \$ 16	I ⁽¹⁾ See footnote ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gale Mark R 7701 FORSYTH BOULEVARD SUITE 1125 ST. LOUIS, MO 63105	Â	Â X	Â	Â
DAVID C PRATT IRREVOCABLE GRANTOR RETAINED ANNUITY TRUST, DATED 12/1/92 7701 FORSYTH BOULEVARD SUITE 1125 ST. LOUIS, MO 63105	Â	Â X	Â	Â

Signatures

/s/ Jonathan R. Zimmerman on behalf of Mark R. Gale as individual and as President of Calco, Inc., the trustee of the David C. Pratt Irrevocable Grantor Retained Annuity Trust, dated 12/1/92 09/01/2005

**Signature of Reporting Person Date

Jonathan R. Zimmerman on behalf of Mark R. Gale as individual and as President of Calco, Inc., the trustee of the David C. Pratt Irrevocable Grantor Retained Annuity Trust, dated 12/1/92 09/01/2005

**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).
- These shares are owned directly by the David C. Pratt Irrevocable Grantor Retained Annuity Trust, dated 12/1/92, a 10% owner of the (1) issuer, and indirectly by Mark R. Gale as President of Calco, Inc., the trustee of the trust. Mr. Gale disclaims beneficial ownership of the assets or income of the trust.

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.