

SHERBORNE JOHN ELLIOTT JR

Form 4/A

October 13, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERBORNE JOHN ELLIOTT JR

2. Issuer Name **and** Ticker or Trading
Symbol
GEOVIC MINING CORP.
[TSX-GMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1200 SEVENTEENTH ST, SUITE
980

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, New Venture

(Street)
DENVER, CO 80202

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/27/2011

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/16/2011 | 09/16/2011 | I | | 100,000 | A | \$ 0.08 |
| | | | | | 268,955 | | D |

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
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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) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option to purchase common stock | \$ 0.08 | 09/16/2011 | 09/16/2011 | D | | 100,000 | | 12/01/2006 | 12/31/2013 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERBORNE JOHN ELLIOTT JR 1200 SEVENTEENTH ST, SUITE 980 DENVER, CO 80202 | X | | President, New Venture | |

Signatures

/s/ John E.
Sherborne

10/13/2011

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).

- Includes 66,000 options exercisable at USD\$0.08 and expiring 11/23/2016; 2,780 options exercisable at USD\$0.23 and expiring 11/23/2016; 117,530 options exercisable at USD\$0.08 and expiring 12/31/2017; 15,510 options exercisable at USD\$0.23 and expiring 12/31/2017; 10,016 options exercisable at USD\$0.08 and expiring 12/31/2013; 400,000 options exercisable at USD\$0.15 and expiring 12/31/2013; 50,016 options exercisable at USD\$0.08 and expiring 12/31/2014; 40,000 options exercisable at USD\$0.38 and expiring 12/31/2014; 60,011 options exercisable at USD\$1.30 and expiring 12/31/2015; 20,000 options exercisable at USD\$1.08 and expiring 08/15/2016; 16,668 options exercisable at USD\$1.08 and expiring 08/15/2016; 9,226 options exercisable at CDN\$2.36 and expiring 10/26/2017; 78,038 options exercisable at CDN\$1.68 and expiring 01/02/2018; [continued on footnote (2)]
- 15,000 options exercisable at CDN\$0.65 and expiring 02/03/2019; 115,774 options exercisable at CDN\$2.36 and expiring 10/26/2017;
- (2) 46,962 options exercisable at CDN\$1.68 and expiring 01/02/2018; 22,500 options exercisable at CDN\$0.65 and expiring 02/03/2019; 90,000 options exercisable at CDN\$0.90 and expiring 01/10/2020; and 90,000 options exercisable at CDN\$0.70 and expiring 01/20/2021.

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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