

ROYAL GOLD INC

Form 4

December 23, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Heissenbittel William Holmes

(Last) (First) (Middle)

1660 WYNKOOP, #1000

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ROYAL GOLD INC [RGLD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP Corporate Development

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/21/2016		M		6,640	A	\$ 29.75	73,915 <u>(1)</u>	D
Common Stock	12/21/2016		M		3,360	A	\$ 29.75	77,275 <u>(1)</u>	D
Common Stock	12/21/2016		M		3,000	A	\$ 30.96	80,275 <u>(1)</u>	D
Common Stock	12/21/2016		M		7,000	A	\$ 30.96	87,275 <u>(1)</u>	D
Common Stock	12/21/2016		D		3,463 <sup>(2)</sup>	D	\$ 62.59	83,812 <u>(1)</u>	D

Edgar Filing: ROYAL GOLD INC - Form 4

Common Stock	12/21/2016	F	1,704 (3)	D	\$ 62.59	82,108 (1)	D
Common Stock	12/23/2016	S	7,817 (4)	D	\$ 61.8866 (5)	74,291 (1)	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 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)

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 or Number of Shares
Stock Option (Right to buy NSO)	\$ 29.75	12/21/2016		M		6,640		11/07/2010	11/07/2017	Common Stock	6,640
Stock Option (Right to Buy ISO)	\$ 29.75	12/21/2016		M		3,360		11/07/2010	11/07/2017	Common Stock	3,360
Stock Option (Right to Buy ISO)	\$ 30.96	12/21/2016		M		3,000		11/05/2011	11/05/2018	Common Stock	3,000
Stock Appreciation Rights (SARs)	\$ 30.96	12/21/2016		M		7,000		11/05/2011	11/05/2018	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	VP Corporate Development

Heissenbittel William Holmes  
1660 WYNKOOP  
#1000  
DENVER, CO 80202

## Signatures

Margaret A. Beck as Attorney-in-Fact for William Holmes  
Heissenbittel

12/23/2016

\_\_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).
- (1) Includes 19,635 shares of restricted stock that have not vested.
- (2) Represents the difference between the number of SARs exercised (7,000) and the number of shares issuable as a result of the exercise (3,537).
- (3) Represents shares withheld to satisfy taxes; no shares were sold.
- (4) Includes shares sold to cover option costs and/or taxes on options due to expire in 2017 and 2018.
- (5) The range of the weighted average sales price is \$61.38 to \$62.33.

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.