

SHERBORNE JOHN ELLIOTT JR
 Form 4
 September 01, 2009

FORM 4

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

OMB APPROVAL

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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 *
 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 17TH STREET, STE 980
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2009

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

DENVER, CO 80202

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |
| Common Stock | 08/31/2009 | | P | D | 82,055 (1) 92,055 | D | |

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

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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 Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Replacement option to purchase common stock | \$ 0.05 | 08/31/2009 | 08/31/2009 | J | 56,900 (1) | 11/23/2001 | 11/23/2016 | Common Stock | 56 |
| Replacement option to purchase common stock | \$ 0.08 | 08/31/2009 | 08/31/2009 | J | 66,000 (1) | 11/23/2001 | 11/23/2016 | Common Stock | 66 |
| Replacement option to purchase common stock | \$ 0.23 | 08/31/2009 | 08/31/2009 | J | 2,780 (1) | 11/23/2001 | 11/23/2016 | Common Stock | 2 |
| Replacement option to purchase common stock | \$ 0.08 | 08/31/2009 | 08/31/2009 | J | 117,530 (1) | 12/31/2002 | 12/31/2017 | Common Stock | 11 |
| Replacement option to purchase common stock | \$ 0.23 | 08/31/2009 | 08/31/2009 | J | 15,510 (1) | 12/31/2002 | 12/31/2017 | Common Stock | 15 |
| Replacement option to purchase common stock | \$ 0.08 | 08/31/2009 | 08/31/2009 | J | 130,016 (1) | 12/31/2003 | 12/31/2013 | Common Stock | 13 |
| Replacement option to purchase common stock | \$ 0.15 | 08/31/2009 | 08/31/2009 | J | 400,000 (1) | 12/31/2003 | 12/31/2013 | Common Stock | 40 |
| Replacement option to purchase | \$ 0.08 | 08/31/2009 | 08/31/2009 | J | 50,016 (1) | 12/31/2004 | 12/31/2014 | Common Stock | 50 |

common
stock

| | | | | | | | | | |
|---|------------|------------|------------|---|-----------------------|------------|------------|--------------|----|
| Replacement option to purchase common stock | \$ 0.38 | 08/31/2009 | 08/31/2009 | J | 40,000 <u>(1)</u> | 12/31/2004 | 12/31/2014 | Common Stock | 40 |
| Replacement option to purchase common stock | \$ 1.3 | 08/31/2009 | 08/31/2009 | J | 60,011 <u>(1)</u> | 12/31/2005 | 12/31/2015 | Common Stock | 60 |
| Replacement option to purchase common stock | \$ 1.08 | 08/31/2009 | 08/31/2009 | J | 16,668 <u>(1)</u> | 08/15/2006 | 08/15/2016 | Common Stock | 16 |
| Replacement option to purchase common stock | \$ 1.08 | 08/31/2009 | 08/31/2009 | J | 20,000 <u>(1)</u> | 08/15/2006 | 08/15/2016 | Common Stock | 20 |
| Replacement option to purchase common stock | <u>(3)</u> | 08/31/2009 | 08/31/2009 | J | 125,000 <u>(1)</u> | 10/26/2007 | 10/25/2017 | Common Stock | 12 |
| Replacement option to purchase common stock | <u>(4)</u> | 08/31/2009 | 08/31/2009 | J | 125,000 <u>(1)</u> | 01/03/2008 | 01/02/2018 | Common Stock | 12 |
| Replacement option to purchase common stock | <u>(5)</u> | 08/31/2009 | 08/31/2009 | J | 37,500 <u>(1)</u> | 02/03/2009 | 02/03/2019 | Common Stock | 37 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERBORNE JOHN ELLIOTT JR 1200 17TH STREET, STE 980 DENVER, CO 80202 | X | | CEO, President | |

Signatures

/s/ John E.
Sherborne

09/01/2009

__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) Reflects transfer of half of individually owned common stock and common stock purchase options for no additional consideration to former spouse pursuant to a property settlement made in connection with termination of marriage.
 - (2) Reporting Person now holds options to purchase a total of 1,262,931 shares of common stock, of which 1,165,431 are presently exercisable.
 - (3) Option exercise price is Cdn\$2.36.
 - (4) Option exercise price is Cdn\$1.68.
 - (5) Option exercise price is Cdn\$0.65.

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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