

Wong Winnie Sze Wan  
Form 3/A  
August 01, 2011

**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)

|   |   |  |   |   |   |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Wong Winnie Sze Wan</p> <p>(Last) (First) (Middle)</p> <p>325 HOWE STREET, SUITE 410</p> <p>(Street)</p> <p>VANCOUVER, A1 V6C 1Z7</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/30/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RARE ELEMENT RESOURCES LTD [REE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Corporate Secretary</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/30/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**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                    | 9,500   | D  | A   |
| Common Stock                    | 2,000   | I  | Spouse  |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

## Edgar Filing: Wong Winnie Sze Wan - Form 3/A

|                                       | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Derivative Security    | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---------------------------------------|---------------------------|-----------------|--------------|----------------------------|------------------------|---|---|
| Employee Stock Options (Right to Buy) | 01/27/2009 <sup>(1)</sup> | 01/27/2014      | Common Stock | 55,000                     | \$ 0.58 <sup>(4)</sup> | D   | Â |
| Employee Stock Options (Right to Buy) | 05/28/2010 <sup>(2)</sup> | 05/28/2015      | Common Stock | 25,000                     | \$ 2.71 <sup>(4)</sup> | D   | Â |
| Employee Stock Options (Right to Buy) | 03/16/2011 <sup>(3)</sup> | 03/16/2016      | Common Stock | 25,000                     | \$ 10.5 <sup>(4)</sup> | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Wong Winnie Sze Wan<br>325 HOWE STREET, SUITE 410<br>VANCOUVER, B1 V6C 1Z7 | Â             | Â         | Â Corporate Secretary | Â     |

## Signatures

/s/ Winnie Wong                      07/07/2011

\_\_Signature of                      Date  
Reporting Person

## 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) The original grant was for 75,000 options, which vest as follows: 20% of the options vest 4 months from January 27, 2009 (the "Grant Date"); 20% of the options vest 8 months from the Grant Date; 20% of the options vest 12 months from the Grant Date; 20% of the options vest 15 months from the Grant Date; 20% of the options vest 18 months from the Grant Date. A balance of 55,000 options remains.
- (2) The options vest as follows: 20% of the options vest 4 months from May 28, 2010 (the "Grant Date"); 20% of the options vest 8 months from the Grant Date; 20% of the options vest 12 months from the Grant Date; 20% of the options vest 15 months from the Grant Date; 20% of the options vest 18 months from the Grant Date.
- (3) The options vest as follows: 20% of the options vest 4 months from March 16, 2011 (the "Grant Date"); 20% of the options vest 8 months from the Grant Date; 20% of the options vest 12 months from the Grant Date; 20% of the options vest 15 months from the Grant Date; 20% of the options vest 18 months from the Grant Date.
- (4) Exercise price is reflected in Canadian dollars.

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.