

SHERBORNE JOHN ELLIOTT JR
 Form 4/A
 October 13, 2011

FORM 4

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

OMB APPROVAL

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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

(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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | 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.

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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).
 - (1) 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)]
 - (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; 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. 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.