PLATINUM GROUP METALS LTD Form 6-K February 23, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the period of February, 2012

Commission File Number 001-33562

Platinum Group Metals Ltd.

(Translation of registrant's name into English)

Suite 328 550 Burrard Street, Vancouver BC, V6C 2B5, CANADA

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1) []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7) []

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes [] No [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 11, 2011.

Platinum Group Metals Ltd.

Date: February 23, 2012

By: <u>/s/ R. Michael Jones</u>

R. Michael Jones Director & CEO

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EXHIBIT INDEX

99.1 Material Change Report dated February 6, 2012 ack; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1"> (Last) (First) (Middle) C/O SL GREEN REALTY CORP., 420 LEXINGTON AVENUE 3. Date of Earliest Transaction (Month/Day/Year) 07/24/2008 (Street) NEW YORK, NY 10170 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 2 Transaction Date 2A Deemed 3 1 Socurition 5 Amount of 6 Ownership 7 Nature of 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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Security

8. Price of 9. Nu Amount of Derivative Deriv (Month/Day/Year) Underlying or Exercise Code of Security Secu anv Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Bene Derivative Securities (Instr. 3 and 4) Own Security Acquired Follo (A) or Repo Disposed Trans of (D) (Insti

(Instr. 3,

(Instr. 3)

1. Little of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transact	ionAcquired	l(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)) (Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(Λ)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code v	Amount	(D)	FIICE			
Common Stock	07/24/2008		G	860	D	\$0	61,059	D	

SEC 1474 (9-02)

4, and 5)

				Amount
Code V (A) (D)	Exercisable	Expiration Date	Title	or Number of Shares

Reporting Owners

Reporting Owner N	Reporting Owner Name / Address		Relationships					
Reporting Owner Funct, Functions		Director	10% Owner	Officer	Other			
HUGHES GREGO C/O SL GREEN RE 420 LEXINGTON A NEW YORK, NY 1			COO & CFO					
Signatures								
Gregory F. 07/28/2 Hughes		008						
<u>**</u> 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).

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. > Andrew S. Hedden, by Teresa M. Connelly, Attorney-in-fact $09/24/2010_{-}^{**}$ 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) Represents a grant of restricted stock units (RSUs) under the Scholastic Corporation 2001 Stock Incentive Plan, 25% of the RSUs vest on September 27, 2011 and 25% of the RSUs vest on each of August 27, 2012, 2013 and 2014.
- (2) The grant becomes exercisable in four equal installments beginning with the first anniversary of the date of grant.

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