#### Edgar Filing: CAPITAL GOLD CORP - Form 4

CAPITAL O	GOLD CORP									
Form 4										
February 21	, 2007									
FORM	Λ4							PPROVAL		
	UNITED	STATES SE	CURITIES A Washington		OMB Number:	3235-0287				
Check the check	nger						Expires:	January 31, 2005		
subject t	STATEA	MENT OF C			ICIAL O	WNERSHIP OF	<b>NERSHIP OF</b> Estimated average			
Section	16.		SECUI	RITIES			burden hours per			
Form 4							response	. 0.5		
Form 5 obligation	-					ange Act of 1934,				
may con			•	•	- ·	t of 1935 or Sectio	on			
See Inst	ruction	30(h) of t	he Investment	t Compar	ny Act of	1940				
1(b).										
(Print or Type	Responses)									
(Time of Type	responses)									
1. Name and A	. Issuer Name <b>an</b> nbol	<b>d</b> Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer						
	APITAL GOL	D CORP	[cgld]							
(Last) (First) (Middle)			Date of Earliest T	ransaction	- 0 -	(Check all applicable)				
		,	onth/Day/Year)	runsuetion		X Director	109	% Owner		
			/21/2007			_X_Officer (give titleOther (specify				
					below) below) Vice President and Secretary					
	(Street)	4 1	f Amondmont D	ata Origina	1					
	(Succi)		f Amendment, D ed(Month/Day/Yea	-	.1	Applicable Line)	5. Individual or Joint/Group Filing(Check			
Filed(M			cu(Wohth/Day/Tea	1)		**	led by One Reporting Person			
			More than One Reporting							
						Person				
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Securities .	Acquired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date		nAcquired			Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/V	Code	Disposed		•	(D) or Indirect			
		(Month/Day/Y	ear) (Instr. 8)	(Instr. 3, 4	+ and <i>S</i> )		(I) (Instr. 4)	Ownership (Instr. 4)		
					$(\mathbf{A})$	Reported				
					(A) or	Transaction(s)				
			Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e tor each class o	of securities bene	ficially ow	ned directly	or indirectly.				

Persons who respond to the collection of information contained in this form are not (9-02) 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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	<ul> <li>Acquired (A) or</li> <li>Disposed of (D)</li> <li>(Instr. 3, 4, and</li> <li>5)</li> </ul>					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Options	\$ 0.32	02/21/2007(1)		А		250,000		07/31/2006(1)	07/31/2008	common stock	250,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PRITCHARD JEFFREY W								
	Х		Vice President and Secretary					

# Signatures

Jeffrey W. 02/21/2007 Pritchard <sup>\*\*</sup>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) Condition precedent, stockholder approval, obtained on February 21, 2007.

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.