

ROYAL GOLD INC
Form 4
August 18, 2016

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 *
Isto Mark

2. Issuer Name and Ticker or Trading Symbol
ROYAL GOLD INC [RGLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1660 WYNKOOP STREET, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP Operations

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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/16/2016		M	3,022 A \$ 0	9,654 ⁽¹⁾	D	
Common Stock	08/16/2016		F	179 ⁽²⁾ D \$ 0	9,475 ⁽¹⁾	D	
Common Stock	08/16/2016		A	2,760 ⁽³⁾ A \$ 0	12,235 ⁽⁴⁾	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	08/16/2016		M		(5) 08/20/2020	Common Stock	3,022	
Stock Option (ISO-Right to Buy)	\$ 83.29	08/16/2016		A	1,200	(6) 08/16/2026	Common Stock	1,200	
Stock Appreciation Rights	\$ 83.29	08/16/2016		A	6,610	(6) 08/16/2026	Common Stock	6,610	
Performance Shares	\$ 0	08/16/2016		A	2,870	(5) 08/16/2019	Common Stock	2,870	
Performance Shares	\$ 0	08/16/2016		A	2,870	(5) 08/16/2021	Common Stock	2,870	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Isto Mark 1660 WYNKOOP STREET SUITE 1000 DENVER, CO 80202			VP Operations	

Signatures

Margaret A. Beck as Attorney-in-Fact for Mark Isto 08/18/2016

__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).

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- (1) Includes 6,342 shares of restricted stock that have not vested.
- (2) Represents shares withheld to satisfy taxes; no shares were sold.
- (3) Grant of restricted stock with a 2-year hold and then vesting as to one-third in years 3, 4 and 5.
- (4) Includes 9,102 shares of restricted stock that have not vested.
- (5) A performance award represents a contingent right to receive shares of common stock upon achievement of certain performance goals.
- (6) One-third vests annually over 3 years beginning on August 16, 2017.

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.