Edgar Filing: GOLDEN TELECOM INC - Form 4

GOLDEN TELECOM INC

Form 4

February 29, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

Stock

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol GOLDEN TELECOM INC [GLDN]				5. Relationship of Reporting Person(s) to Issuer			
(Leat)	(First) (N		3. Date of Earliest Transaction				(Check all applicable)			
(Last)	(FIISI) (N	, 5.54.6		ansaction			X Director	100	6 Owner	
			Month/Day/Year)				A Officer (giv		er (specify	
	0212912	02/29/2008				below)	below)	\ 1 \ J		
ASA, SIV.	AROYVEIEN 30									
			Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			iled(Month/Day/Year)				Applicable Line)			
EODMED	TT 00 N 1001						_X_ Form filed by Form filed by	1 0		
FORNEB	U, Q8 N-1331						Person			
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		onAcquired			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)	(IIIsu: +)	(IIISu. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/20/2009					\$	0	D		
Stock	02/29/2008		$D_{\underline{(1)}}$	680	D	105	0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

105

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

Edgar Filing: GOLDEN TELECOM INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration	or Title Numbe	Number		
							11110	of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
Halvorsen Thor Asbjorn C/O TELENOR ASA SNAROYVEIEN 30 FORNEBU, Q8 N-1331	X					

Signatures

/s/ Bjorn Hogstad, 02/29/2008 Attorney-in-fact **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).
- Upon the effectiveness of the merger of Lillian Acquisition, Inc. with and into the Issuer on February 29, 2008, all outstanding shares of **(1)** restricted common stock of the Issuer owned by Mr. Halvorsen vested and were converted into the right to receive \$105 per share in cash.

Remarks:

24.1 Power of Attorney dated December 20, 2007, executed by Thor Asbjorn Halvorsen in favor of Bjorn Hogstad, Pal Wien

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.

Reporting Owners 2