

GOLDEN RIVER RESOURCES CORP.
 Form 4
 July 13, 2009

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 *
GUTNICK STERA MIRIAM

2. Issuer Name and Ticker or Trading Symbol
GOLDEN RIVER RESOURCES CORP. [GORV.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
LEVEL 8, 580 ST. KILDA ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/08/2009

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

MELBOURNE, VICTORIA, C3 3004

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 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock par value \$.0001 per share | 07/08/2009 | | J | | 110,274,559 (1) | D | (2) 120,923,133 |
| Common Stock par value \$.0001 per share | 07/08/2009 | | J | | 110,274,559 (1) | A | (2) 120,931,633 |

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

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(9-02)

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 of Underlying Security (Instr. 3) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Options | \$ 0.1542 | 07/08/2009 | | J | | 20,000,000 | | 05/23/2006 | 04/30/2011 | Common Stock |
| Stock Options | \$ 0.1542 | 07/08/2009 | | J | 20,000,000 | | | 05/23/2006 | 04/30/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUTNICK STERA MIRIAM LEVEL 8, 580 ST. KILDA ROAD MELBOURNE, VICTORIA, C3 3004 | | | X | |

Signatures

/s/ Stera M. Gutnick
Date: 07/08/2009

**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).

Of this amount, 110,000,000 shares (and 20,000,000 share purchase options) were owned by Fast Knight Nominees Pty. Ltd. ("FKN"), 229,490 shares were owned by AXIS Consultants Pty. Ltd. ("AXIS"), 17,500 shares were owned by Pearlway Investments Pty. Ltd. ("Pearlway"), 1,919 shares were owned by Quantum Resources Limited ("Quantum") and 25,650 shares were owned by Mrs. Gutnick's spouse directly. All of these entities are private Australian corporations of which Mrs. Gutnick and her spouse and members of their family are officers, directors and shareholders.

(1) On July 8, 2009, FKN agreed to exchange 110,000,000 shares of common stock of the issuer and options to purchase 20,000,000 shares of common stock of the issuer with Northern Capital Resources Corporation ("NCRC") in exchange for 55,000,000 shares of NCRC. Mrs. Gutnick's spouse and members of his family are officers, directors and shareholders of NCRC. At the same time, NCRC acquired the shares of the issuer owned by AXIS, Pearlway, Quantum and Mrs. Gutnick's spouse for a purchase price of \$0.05 per share.

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- (3) The shares and options are owned by the following corporations of which Mrs. Gutnick and her spouse and members of their family are officers, directors and shareholders: NCRC - 110,000,000 shares and 20,000,000 stock options; Edensor Nominees Pty Ltd. - 5,394,590 shares; Kerisridge Pty Ltd. - 1,753,984 shares; Kalycorp Pty Ltd. - 2,000,000 shares; Pearlway Investments Pty Ltd - 8,500 and Surfer Holdings Pty Ltd. - 1,500,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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