

GOLDEN TELECOM INC
Form 4
June 29, 2007

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 *
Smirnov Ilya

(Last) (First) (Middle)
2831 29TH STREET, NW
(Street)

WASHINGTON, DC 20008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLDEN TELECOM INC [GLDN]

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen. Coun., Corp. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 or Price | | |
| Acquisition of Common Stock | 06/27/2007 | | M | | 2,500 A \$ 26.808 | 2,500 | D |
| Sale of Common Stock | 06/27/2007 | | S | | 2,500 D \$ 53.8 | 0 | D |
| Acquisition of Common Stock | 06/27/2007 | | M | | 2,500 A \$ 23.67 | 2,500 | D |
| Sale of Common | 06/27/2007 | | S | | 2,500 D \$ 53.8 | 0 | D |

Stock

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

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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) | 8. An or Nu of |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Appreciation Rights ⁽¹⁾ | \$ 26.808 | 06/27/2007 | | M | 2,500 | ⁽²⁾ 12/12/2010 | Common Stock | 2 |
| Stock Appreciation Rights ⁽¹⁾ | \$ 23.67 | 06/27/2007 | | M | 2,500 | ⁽³⁾ 07/26/2011 | Common Stock | 2 |
| Options to purchase Common Stock ^{(1) (4)} | \$ 53.8 | 06/27/2007 | | A | 7,500 | ⁽⁵⁾ 06/27/2012 | Common Stock | 7 |
| Options to purchase Common Stock ^{(1) (4)} | \$ 53.8 | 06/27/2007 | | A | 10,000 | ⁽⁶⁾ 06/27/2012 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smirnov Ilya 2831 29TH STREET, NW WASHINGTON, DC 20008 | | | VP, Gen. Coun., Corp. Sec. | |

Signatures

/s/ Ilya Smirnov

07/29/2007

**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) The undersigned has agreed to cap on his existing outstanding stock appreciation rights using the closing price of the Company's common stock on June 27, 2007 of \$53.80. Simultaneously, the undersigned was granted options with the same vesting conditions with an exercise price of \$53.80. Thus, the maximum amount of cash he can receive upon exercise of a stock appreciation right is the difference between \$53.80 and the exercise price. The other terms of these SARs is unchanged.

(2) The remaining 5,000 SARs will vest in 2,500 increments each on December 12, 2007 and December 12, 2008, respectively.

(3) The remaining SARs will vest in increments of 2,500 each on July 26, 2007, July 26, 2008 and July 26, 2009, respectively.

(4) Owing to ambiguities and inconsistencies in the legislation of the countries in which some of the Issuer's employees live, the Compensation Committee of the Board of Directors decided not to issue stock to the Issuer's Russian employees, including Mr. Smirnov. Instead as part of the Issuer's key employee incentive and retention policy, the Issuer established the Golden Telecom Incentive Bonus Program, whereby the Issuer issues stock to a trust in numbers corresponding to the level of financial incentive the Issuer wishes to award its eligible employees. When eligible employees, including Mr. Smirnov, desire and are eligible to receive the economic benefits of the stock, they inform the Issuer and the Issuer, in turn, advises the trustee, who sells an appropriate number for contribution to the trust. Upon request of the Issuer and the employee, the funds available in the trust may be disbursed to eligible employees in the form of incentive bonuses.

(5) The options will vest in increments of 2,500 each on December 12, 2007 and December 12, 2008, respectively.

(6) The options will vest in increments of 2,500 each on July 26, 2007, July 26, 2008 and July 26, 2009, respectively.

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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