

APOLLO GOLD CORP
Form 4
December 11, 2008

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 *
ST ANDREW GOLDFIELDS LTD

(Last) (First) (Middle)

1540 CORNWALL RD SUITE 212

(Street)

OAKVILLE, A6 L6J 7W5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APOLLO GOLD CORP [AGT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | |
| Common stock | 12/10/2008 | | S(1) | | 26,000 | D | |
| | | | | | \$ 0.1354 (2) | | 21,644,861 |
| Common stock | 12/10/2008 | | S(1) | | 5,000 | D | |
| | | | | | \$ 0.1314 (2) | | 21,639,861 |
| Common stock | 12/10/2008 | | S(1) | | 655,000 | D | |
| | | | | | \$ 0.1275 (2) | | 20,984,861 |
| Common stock | 12/10/2008 | | S(1) | | 75,000 | D | |
| | | | | | \$ 0.13 | | 20,909,861 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ST ANDREW GOLDFIELDS LTD 1540 CORNWALL RD SUITE 212 OAKVILLE, A6 L6J 7W5 | | X | | |

Signatures

/s/ Linda Weinzettl, Corporate Secretary of St Andrew Goldfields Ltd. 12/11/2008

__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).
- The sales were effected pursuant to a Rule 10b5-1 trading plan, 686,000 shares were sold on the TSX and 75,000 were sold on AMEX. The sales took place within 6 months of the acquisition by the reporting person of 2,400,000 units, each unit consisting of one share and
- (1) one-half warrant of the issuer, on July 24, 2008, at a price of \$0.49 per unit. No short-swing profits were realized in respect of these sales under section 16(b) of the Exchange Act, based on the market price of Apollo Gold stock on July 24, 2008 of \$0.40 per share (as required under Exchange Act Rule 16b-6).
 - (2) Calculated based on the Federal Reserve Bank of New York's noon buying rate on December 10, 2008 of US\$1.00 = Cdn\$1.2553.

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.