

Thorium Power, Ltd
Form 4
December 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GUERRA JAMES

(Last) (First) (Middle)

423 CUMNOR ROAD

(Street)

KENILWORTH, IL 60043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Thorium Power, Ltd [THPW.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2007

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)
Chief Financial Officer

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 | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 10/29/2007 | | A | | 1,000,000 | A | \$ 0 |
| Common Stock ⁽²⁾ | 12/05/2007 | | A | | 18,621 | A | \$ 0 |
| Common Stock ⁽³⁾ | 12/05/2007 | | D | | 7,448 | D | \$ 0.35 |

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

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SEC 1474
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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 0.235 | 10/29/2007 | | A | 1,000,000 | 04/29/2008 | 10/29/2017 | Common Stock | 1,000,000 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 0.35 | 10/29/2007 | | A | 55,863 | 12/05/2007 | 12/05/2017 | Common Stock | 55,863 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUERRA JAMES 423 CUMNOR ROAD KENILWORTH, IL 60043 | | | Chief Financial Officer | |

Signatures

/s/ James O. Guerra
12/07/2007

**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) On October 29, 2007, pursuant to the terms and conditions of an Employment Agreement, dated October 29, 2007, the Issuer granted to Mr. Guerra 1,000,000 shares of its common stock.
- (2) On December 5, 2007, the Issuer granted 18,621 shares of its common stock to Mr. Guerra as part its annual equity compensation to its employees
- (3) The Issuer redeemed 7,448 shares from Mr. Guerra on December 5, 2007. Proceeds of this redemption were paid directly to federal and/or state taxing authorities to cover Mr. Guerra's tax liability relating to the grant of 18,621 shares of common stock of Mr. Guerra.
- (4) On October 29, 2007, pursuant to the terms and conditions of an Employment Agreement, dated October 29, 2007, the Issuer granted to Mr. Guerra incentive stock options for the purchase of 1,000,000 shares of the Issuer's common stock at an exercise price of \$0.235 per share.

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- (5) On December 5, 2007, the Issuer granted to Mr. Guerra an incentive stock option for the purchase of 55,863 shares of the Issuer's common stock as part of its annual equity compensation to its employees.

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.