

APOLLO GOLD CORP  
Form 4  
December 08, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1540 CORNWALL RD SUITE 212  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

OAKVILLE ONT, A6 L6J 7W5

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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)
Common stock	12/05/2008		S <sup>(1)</sup>	252,000 D	\$ 0.1156 24,798,361	D	
Common stock	12/08/2008		S <sup>(3)</sup>	450,000 D	\$ 0.1193 24,348,361	D	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

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

## Signatures

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

12/08/2008

\_\_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).

- (1) The sale was effected pursuant to a Rule 10b5-1 trading plan, 252,000 shares were sold on the TSX. The sale took place within 6 months of the acquisition by the reporting person of 2,400,000 units, each unit consisting of one share and 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 5, 2008 of US\$1.00 = Cdn\$1.2971.
- (3) The reporting person sold these shares in a private sale in settlement of an outstanding invoice.
- (4) Calculated based on the Federal Reserve Bank of New York's noon buying rate on December 8, 2008 of US\$1.00 = Cdn\$1.2570.

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.