

Thorium Power, Ltd
 Form 4
 December 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
MUSHAKOV ANDREY

(Last) (First) (Middle)

1701 EAST WEST HIGHWAY,
 APT. 401

(Street)

SILVER SPRING, MD 20910

(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)

EVP - Intl Nuclear Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	12/05/2007		A		103,225	A	\$ 0
Common Stock <u>(2)</u>	12/05/2007		D		41,290	D	\$ 0.35
							1,543,225
							1,501,935

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

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 (9-02)

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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 of Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 0.35	12/05/2007		A		309,674		12/05/2007	12/05/2017	Common Stock	309,674

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSHAKOV ANDREY
1701 EAST WEST HIGHWAY, APT. 401
SILVER SPRING, MD 20910

EVP - Intl Nuclear Operations

Signatures

/s/ Andrey
Mushakov

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 December 5, 2007, the Issuer granted 103,225 shares of its common stock to Mr. Mushakov as part its annual equity compensation to its employees.

The Issuer redeemed 41,290 shares from Mr. Mushakov on December 5, 2007. Proceeds of this redemption were paid directly to federal and/or state taxing authorities to cover Mr. Mushakov's tax liability relating to the grant of 103,225 shares of common stock of Mr. Mushakov.
- (2) On December 5, 2007, the Issuer granted to Mr. Mushakov an option for the purchase of 309,674 shares of the Issuer's common stock as part of its annual equity compensation to its employees.
- (3) On December 5, 2007, the Issuer granted to Mr. Mushakov an option for the purchase of 309,674 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.