

GOLDEN TELECOM INC
Form 4
September 29, 2005

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 *
DUNSTER ASHLEY

(Last) (First) (Middle)

40 GROSVENOR PLACE

(Street)

LONDON, SW1X 7GG, X0

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GOLDEN TELECOM INC [GLDN]

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

09/27/2005

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)

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. Code | 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|---------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 09/28/2005 | | J | 1,300 D \$ 30.37 | 1,719,967 | I | See ⁽²⁾ |
| Common Stock, par value \$.01 per share | 09/28/2005 | | J | 1,413 D \$ 30.4 | 1,718,554 | I | See ⁽²⁾ |
| Common Stock, par value \$.01 per share | 09/28/2005 | | J | 100 D \$ 30.41 | 1,718,454 | I | See ⁽²⁾ |

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| | | | | | | | | |
|---|------------|---|-------|---|----------|-----------|---|----------------|
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 100 | D | \$ 30.42 | 1,718,354 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 100 | D | \$ 30.44 | 1,718,254 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 200 | D | \$ 30.48 | 1,718,054 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 1,506 | D | \$ 30.49 | 1,716,548 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 500 | D | \$ 30.5 | 1,716,048 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 87 | D | \$ 30.52 | 1,715,961 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 400 | D | \$ 30.54 | 1,715,561 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 253 | D | \$ 30.59 | 1,715,308 | I | See <u>(2)</u> |
| Common Stock, par value \$.01 per share | 09/28/2005 | J | 98 | D | \$ 30.63 | 1,715,210 | I | See <u>(2)</u> |

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNSTER ASHLEY 40 GROSVENOR PLACE LONDON, SW1X 7GG, X0 | X | | | |

Signatures

/s/ Naomi Kobayashi,
Attorney-in-fact
Date: 09/29/2005

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).
Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting
- (1) Person is filing two simultaneous Forms 4 to report his reportable transactions, both of which together shall be deemed a single report filed on this date. This is the second Form 4 of the two filings.
Sales pursuant to a Rule 10b5-1 Sales Plan and Client Representations dated August 15, 2005 between Capital International Global Emerging Markets Private Equity Fund, L.P. ("CIPEF") and Merrill Lynch, Pierce, Fenner & Smith Incorporated. Mr. Dunster is Vice
- (2) President of Capital International Research, Inc., whose parent company also owns Capital International, Inc., the managing member of the general partner of CIPEF. Mr. Dunster may be deemed to beneficially and indirectly own the shares of Common Stock owned by CIPEF. Mr. Dunster disclaims beneficial ownership of all shares of Common Stock reported herein.

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.