

ENTREE GOLD INC
Form 3
July 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RIO TINTO PLC</p> <p>(Last) (First) (Middle)</p> <p>6 ST. JAMES'S SQUARE</p> <p>(Street)</p> <p>LONDON,Â X0Â SW1Y 4LD</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/29/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ENTREE GOLD INC [ETG.V]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, no par value | 6,306,921 | I | see Footnote <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------|------------|------------|--------------|-----------|---------------|-------------------|-------------------------|
| Common Share Purchase A Warrant | 06/29/2005 | 06/29/2007 | Common Stock | 2,832,865 | \$ <u>(2)</u> | I | See Footnote <u>(1)</u> |
| Common Share Purchase B Warrant | 06/29/2005 | 06/29/2007 | Common Stock | 2,832,865 | \$ <u>(3)</u> | I | See Footnote <u>(1)</u> |
| Common Share Purchase A Warrant | 07/06/2005 | 07/06/2007 | Common Stock | 320,595 | \$ <u>(2)</u> | I | See Footnote <u>(1)</u> |
| Common Share Purchase B Warrant | 07/06/2005 | 07/06/2007 | Common Stock | 320,595 | \$ <u>(3)</u> | I | See Footnote <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIO TINTO PLC 6 ST. JAMES'S SQUARE LONDON, X0 SW1Y 4LD | Â | Â X | Â | Â |

Signatures

/s/ Anette Lawless, Secretary 07/08/2005
 **Signature of Reporting Person Date

/s/ Shannon Crompton, Assistant Secretary 07/08/2005
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Held by Kennecott Canada Exploration Inc., an indirect wholly owned subsidiary of Rio Tinto plc.
- (2) C\$ 2.75.
- (3) C\$ 3.00.

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Remarks:

Joint Filer Information: Kennecott Canada Exploration Inc., 200 Granville Street, Suite 354, Vancouver,

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.