



DIVISION OF
CORPORATION FINANCE
MAIL STOP 7010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-7010

January 29, 2007

Mr. Robert A. McGuinness
Vice President of Finance, Chief Financial Officer
Gold Reserve Inc.
926 W Sprague Ave. Suite 200
Spokane, WA 99201

**Re: Gold Reserve Inc.
Form 20-F for the Fiscal Year Ended December 31, 2005
Filed April 3, 2006
File No. 001-31819**

Dear Mr. McGuinness:

We have completed our review of your 2005 Form 20-F, and do not, at this time, have any further comments.

Sincerely,

Karl Hiller
Branch Chief