

(Print or Type Responses)

|                                                              |                                         |                                                       |                                                                                  |   |                                                                      |                                                                                                                                                                                                                                                                                                                                                                          |       |                                                                                                  |                                                             |                                                          |
|--------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------|---|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>MUSHAKOV ANDREY |                                         |                                                       | 2. Issuer Name and Ticker or Trading Symbol<br>Thorium Power, Ltd [THPW.OB]      |   |                                                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><div><div><input type="checkbox"/> Director</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div><input type="checkbox"/> 10% Owner</div><div><input type="checkbox"/> Other (specify below)</div></div><div>Ex VP, INTL Nuclear Operations</div></div> |       |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>1701 EAST WEST HIGHWAY, APT. 401  |                                         |                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/05/2007                   |   |                                                                      |                                                                                                                                                                                                                                                                                                                                                                          |       |                                                                                                  |                                                             |                                                          |
| (Street)<br>SILVER SPRING, MD 20910                          |                                         |                                                       | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |   |                                                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>                                                                                                                                         |       |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                         |                                         |                                                       | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                                                                      |                                                                                                                                                                                                                                                                                                                                                                          |       |                                                                                                  |                                                             |                                                          |
| 1.Title of Security<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)                                                |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                                                                                                                                                                                                                                                                                                          |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                              |                                         |                                                       | Code                                                                             | V | Amount                                                               | (A) or (D)                                                                                                                                                                                                                                                                                                                                                               | Price |                                                                                                  |                                                             |                                                          |
| Common Stock                                                 | 01/05/2007                              |                                                       | A                                                                                |   | 1,000,000                                                            | A                                                                                                                                                                                                                                                                                                                                                                        | \$ 0  | 1,860,000                                                                                        | D                                                           |                                                          |

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<br>(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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                                                                                 |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                                |       |
|--------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                | Director      | 10% Owner | Officer                        | Other |
| MUSHAKOV ANDREY<br>1701 EAST WEST HIGHWAY, APT. 401<br>SILVER SPRING, MD 20910 |               |           | Ex VP, INTL Nuclear Operations |       |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| /s/ Andrey Mushakov             |  | 01/09/2007 |
| **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)** The shares were granted to Mr. Mushakov as partial compensation for services performed throughout 2006.

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.