

GOLDCORP INC
Form 40-F/A
May 11, 2007

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

**Amendment No. 1
to
FORM 40-F**

**o Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934
or**

p Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2006

**Commission File Number
001-12970**

GOLDCORP INC.

(Exact name of registrant as specified in its charter)

| | | |
|----------------------------------------------------------------------|------------------------------------------------------|-----------------------------------------|
| Ontario, Canada | 1041 | Not Applicable |
| (Province or Other Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code) | (I.R.S. Employer Identification No.) |

**Suite 3400 666 Burrard Street
Vancouver, British Columbia
V6C 2X8
(604) 696-3000**

(Address and telephone number of registrant's principal executive offices)

**CT Corporation System
c/o Team 1, New York
111 8th Avenue
New York, New York 10011
(800) 223-7567**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

| | |
|----------------------|--------------------------------------------|
| Title of Each Class: | Name of Each Exchange On Which Registered: |
|----------------------|--------------------------------------------|

| | |
|----------------------|--------------------------------|
| Common Shares | New York Stock Exchange |
| | Toronto Stock Exchange |

| | |
|---------------------------------------|--------------------------------------------------------|
| Common Share Purchase Warrants | New York Stock Exchange, Toronto Stock Exchange |
|---------------------------------------|--------------------------------------------------------|

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report:

| Class | Outstanding at December 31, 2006 |
|---------------------------------------|-------------------------------------|
| Common Shares, no par value | 703,524,461 |
| Common Share Purchase Warrants | 8,439,212 |

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

EXPLANATORY NOTE

This Amendment No. 1 to Form 40-F for the year ended December 31, 2006 is being filed to correct the amount of audit fees billed to the Registrant as noted on page 108 of the Registrant's Amended Annual Information Form, filed as Exhibit 1.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this amendment to the annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLDCORP INC.

/s/ C. Kevin McArthur

C. Kevin McArthur
President and Chief Executive
Officer

Date: May 10, 2007

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

| Exhibit | Description |
|---------|----------------------------------------|
| 1. | Annual Information Form ⁽¹⁾ |
| 2. | Management's Discussion and Analysis* |
| 3. | Annual Financial Statements* |
| 4. | Consent of Deloitte & Touche LLP* |
| 5. | Consent of KPMG LLP* |
| 6. | Consents of E. Strom* |
| 7. | Consent of R. Berthelsen* |
| 8. | Consent of A. Cheatle* |
| 9. | Consent of A. Guaringa* |
| 10. | Consent of L. Rivera* |
| 11. | Consent of T. Drielick* |
| 12. | Consent of M. Pegnam* |
| 13. | Consent of C. Huss* |
| 14. | Consent of T. Wythes* |
| 15. | Consent of T. Sanford* |
| 16. | Consent of J. Johnson* |
| 17. | Consent of N. Prenn* |
| 18. | Consent of M. Hester* |
| 19. | Consent of R. Rivera* |
| 20. | Consent of T. Jones* |
| 21. | Consent of B. Hennessey* |
| 22. | Consent of I. Gotz* |

| Exhibit | Description |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23. | Consent of H. Burgess* |
| 24. | Consent of J. Gray* |
| 25. | Consent of A. Ross* |
| 26. | Consent of D. Wells* |
| 27. | Consent of A. Stechishen* |
| 28. | Consent of D. Kappes* |
| 29. | Consent of D. Crick* |
| 30. | Consent of S. Price* |
| 31. | Consent of M. Kociumbas* |
| 32. | Consent of V. Spring* |
| 33. | Consent of R. MacFarlane* |
| 34. | Consent of J. Voorhees* |
| 35. | Consent of S. Blais* |
| 36. | Consent of A. Still* |
| 37. | Consent of AMEC Americas Ltd.* |
| 38. | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934. |
| 39. | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |

* Previously filed

(1) Replaces exhibit of same description as filed with the annual report on Form 40-F dated March 30, 2007.