

Pennington Robert Ira
Form 4
December 18, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Pennington Robert Ira

2. Issuer Name and Ticker or Trading Symbol
General Moly, Inc [GMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GENERAL MOLY, INC., 1726
COLE BLVD., SUITE 115

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Engineering & Construction

(Street)
LAKEWOOD, CO 80401

4. If Amendment, Date Original Filed(Month/Day/Year)

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. Transaction Code (Instr. 8) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 12/15/2012 | | A | 7,333 | A \$ 0 226,833 | D | |
| Common Stock | 12/16/2012 | | A | 4,500 | A \$ 0 231,333 | D | |
| Common Stock | | | | | 158,000 | I | By Robert Pennington Dolores R. Pennington P/ADM Mineral Development LLC Dated |

10-15-2007 ⁽¹⁾

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)

| 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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted stock units | <u>(2)</u> | 12/15/2012 | | D | 7,333 | <u>(3)</u> <u>(4)</u> | Common Stock | 7,333 \$ |
| Restricted stock units | <u>(2)</u> | 12/16/2012 | | D | 4,500 | <u>(5)</u> <u>(6)</u> | Common Stock | 4,500 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pennington Robert Ira C/O GENERAL MOLY, INC. 1726 COLE BLVD., SUITE 115 LAKEWOOD, CO 80401 | | | VP Engineering & Construction | |

Signatures

Jennifer A. D'Alessandro, as attorney-in-fact
Date: 12/18/2012

__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) Robert Pennington is the sole member of the Robert Pennington Dolores R. Pennington P/ADM Mineral Development LLC.

Edgar Filing: Pennington Robert Ira - Form 4

- (2) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (3) The restricted stock units vest as follows: one-third on December 15, 2012, one-third on December 15, 2013 and one-third on December 15, 2014.
- (4) The restricted stock units expire as follows: one-third on December 15, 2017, one-third on December 15, 2018 and one-third on December 15, 2019.
- (5) The restricted stock units vest as follows: one-half on December 16, 2012 and one-half on December 16, 2013.
- (6) The restricted stock units expire as follows: one-half on December 16, 2017 and one-half on December 16, 2018.

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.