

General Moly, Inc
Form 4
December 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
Shumway Lee

(Last) (First) (Middle)

C/O GENERAL MOLY, INC., 1726
COLE BLVD., SUITE 115

(Street)

LAKEWOOD, CO 80401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Controller & Treasurer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/11/2014		M	8,960 (1) A \$ 0	124,652	D	
Common Stock	12/12/2014		M	8,961 (1) A \$ 0	133,613	D	
Common Stock	12/15/2014		M	4,667 (1) A \$ 0	138,280	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(2)	12/11/2014		M	8,960	(3)	(4)	Common Stock	8,960
Restricted stock units	(2)	12/12/2014		M	8,961	(5)	(4)	Common Stock	8,961
Restricted stock units	(2)	12/15/2014		M	4,667	(6)	(4)	Common Stock	4,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shumway Lee C/O GENERAL MOLY, INC. 1726 COLE BLVD., SUITE 115 LAKEWOOD, CO 80401			Controller & Treasurer	

Signatures

Jennifer A. D'Alessandro, as
attorney-in-fact

12/15/2014

**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) Represents acquisition of common stock upon vesting of restricted stock units.

(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 11, 2014, one-third on December 11, 2015 and one-third on December 11, 2016.

(4)

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One-third of the restricted stock units will convert to shares of the issuer's common stock on each vesting date and the shares will be delivered to the reporting person.

- (5) The restricted stock units vest as follows: one-third on December 12, 2013, one-third on December 12, 2014 and one-third on December 12, 2015.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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