

Xu Jie
Form 4
January 24, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Xu Jie

2. Issuer Name **and** Ticker or Trading
Symbol
WUHAN GENERAL GROUP
(CHINA), INC [WUHN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

CANGLONGDAO SCIENCE
PARK WUHAN E.
LAKE, HI-TECH DEVELOPMENT
ZONE

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2011

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

(Street)

WUHAN HUBEI, PRC, F4 430200

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

(City) (State) (Zip)

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)
Common Stock	01/21/2011		M ⁽¹⁾	1,956,952 ⁽¹⁾	A <u>(1)</u> 19,844,398	I	By Fame Good International Limited ⁽²⁾

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
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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Common Stock Series A Warrants (right to buy)	\$ 2.57	01/21/2011		M ⁽¹⁾	2,111,330 ⁽¹⁾	12/13/2010 02/07/2012	Common Stock 2,111,330
Common Stock Series B Warrants (right to buy)	\$ 2.57	01/21/2011		M ⁽¹⁾	1,802,575 ⁽¹⁾	12/13/2010 02/07/2012	Common Stock 1,802,575

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Xu Jie CANGLONGDAO SCIENCE PARK WUHAN E. LAKE HI-TECH DEVELOPMENT ZONE WUHAN HUBEI, PRC, F4 430200	X X

Signatures

/s/ Xu Jie 01/24/2011
 **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).

The reporting person acquired these shares of common stock pursuant to a Warrant Exchange Agreement, a copy of which was filed with the SEC by the issuer on a Current Report on Form 8-K on December 17, 2010. Pursuant to the terms of the Warrant Exchange Agreement, the Series A and B Warrants held by the reporting person were exchanged for the 1,956,952 shares of common stock reported herein.

(2)

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The reporting person is the director and 75% owner of this entity and his son owns the remaining 25%. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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