

General Moly, Inc
Form 4
January 20, 2015

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 *
Roswell R Scott

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

LAKESWOOD, 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)
01/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Corporate Counsel, VP HR

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Common Stock	01/15/2015		M	(A) Amount (D) Price 74,613 (1) A \$ 0	202,054	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount of Underlying Shares
Restricted stock units	(2)	01/15/2015		M	(A) 74,613	(3) (3)	Common Stock	74,613
Restricted stock units	(3)	01/16/2015		A	179,093	(4) (4)	Common Stock	179,093

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roswell R Scott C/O GENERAL MOLY, INC. 1726 COLE BLVD., SUITE 115 LAKEWOOD, CO 80401			Corporate Counsel, VP HR	

Signatures

/s/ Jennifer A. D'Alessandro, as attorney-in-fact 01/20/2015

**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.
The restricted stock units vest on the earliest to occur of (i) a financing plan for the Mt. Hope Project approved by the issuer's board of directors; (ii) a Change of Control (as defined in the reporting person's employment agreement with the issuer); (iii) involuntary termination (absent cause); or (iv) January 15, 2015. Vested shares will be delivered to the reporting person within sixty (60) days, except as otherwise required by Section 409A of the Internal Revenue Code of 1986, as amended.
- (4) The restricted stock units vest on the earliest to occur of (i) a financing plan for the Mt. Hope Project approved by the issuer's board of directors; (ii) a Change of Control (as defined in the reporting person's employment agreement with the issuer); (iii) involuntary termination (absent cause); or (iv) January 15, 2016. Vested shares will be delivered to the reporting person within sixty (60) days, except as otherwise required by Section 409A of the Internal Revenue Code of 1986, as amended.

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.