

Xu Jie  
Form 4  
January 24, 2011

**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 \*  
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)

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

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

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

(Street)

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

WUHAN HUBEI, PRC, F4 430200

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/21/2011		M <sup>(1)</sup>		1,956,952 <sup>(1)</sup>	A	(1)
					19,844,398	I	

By Fame Good International Limited <sup>(2)</sup>

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

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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
Common Stock Series A Warrants (right to buy)	\$ 2.57	01/21/2011		M <sup>(1)</sup>	2,111,330 <sup>(1)</sup>	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 <sup>(1)</sup>	1,802,575 <sup>(1)</sup>	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).
- (1) 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)

## Edgar Filing: Xu Jie - Form 4

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. 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.