

Karnes David K.  
 Form 4/A  
 December 02, 2010

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

OMB APPROVAL

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**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 \*  
 Karnes David K.

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)  
 1650 FARNAM STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2010

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

OMAHA, NE 68102  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/12/2010

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)                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    |                                      |  |                                |   | 1,000   | D  |  |
| Common Stock                    |                                      |  |                                |   | 2,000   | I  | By Fairmont Group Inc.                                   |
| Common Stock                    |                                      |  |                                |   | 7,000   | I  | By The Fairmont Group Inc. Profit Sharing Plan and Trust |

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

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**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. Amount or Number of Shares |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 1.92  | 03/10/2010                           |  | A                              |   | 20,000   |   | <u>(1)</u>                    | 03/10/2020      | Common Stock | 20,000                     |
| Stock Option (right to buy)                | \$ 1.92  | 03/10/2010                           |  | A                              |   | 20,000   |   | <u>(1)</u>                    | 03/10/2020      | Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Karnes David K.<br>1650 FARNAM STREET<br>OMAHA, NE 68102 | X             |           |         |       |

## Signatures

|                                 |            |
|---------------------------------|------------|
| /s/ David K.<br>Karnes          | 03/12/2010 |
| **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 option vests in four equal installments beginning on the date that is three months after the March 10, 2010 grant date and every three months thereafter.

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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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