Girsky Stephen J Form 4 July 05, 2011

## FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person **Girsky Stephen J			2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [GM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner		
300 RENAISSANCE CENTER, M/C: 482-C25-A36			(Month/Day/Year) 06/30/2011	X Officer (give title Other (specification)  Vice Chairman		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>		
DETROIT, MI 48265-3000				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative :	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4)	sposed	of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock (1)	06/30/2011		M M	13,896 (2)	A	\$ 0 (3)	20,196	D	
Common Stock	06/30/2011		D	4,280	D	\$ 30.39 (3)	15,916	D	
Common Stock (4)	06/30/2011		A	26,325	A	\$ 0 (3)	42,241	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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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. Transactic Code (Instr. 8)	5. Number of Derivative Expiration Date Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	\$ 0 (3)	06/30/2011		M	13,896 (2)	<u>(1)</u>	(1)	Common Stock	13,896 (2)	Ω

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
roporting of their reality realities	Director	10% Owner	Officer	Other			
Girsky Stephen J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	X		Vice Chairman				

## **Signatures**

/s/ Anne T. Larin, attorney-in-fact for Mr. 07/05/2011

\*\*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 Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) issued on (1) June 30, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on June 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.
  - On June 30, 2010 the employee received a grant of 13,896 SSUs, of which 4,632 SSUs were scheduled to be payable on June 30, 2011. On November 1, 2010 the Company amended its certificate of incorporation to effect a stock split in which each issued and outstanding
- (2) share of Common Stock was converted into three shares of Common Stock. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted into three SSUs, so that the employee was credited with a total of 41,688 SSUs granted on June 30, 2010, of which 13,896 SSUs became payable on June 30, 2011.
- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price. Each SSU is the economic equivalent of one share of Common Stock. Under the GMSSP, the Fair Market Value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported on the New York Stock Exchange, on which the Common Stock is listed, on the date of the transaction, which was \$30.39.

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(4) The SSUs reported in this item were granted on June 30, 2011 pursuant to the GMSSP and were fully vested upon grant. The SSUs will be delivered in the form of shares of Common Stock in three equal, annual installments beginning on June 30, 2012.

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.