

EWANICK JOEL
Form 3
February 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| EWANICK JOEL | | (Month/Day/Year) | General Motors Co [GM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/01/2011 | | |
| 300 RENAISSANCE CENTER, M/C: 482-C25-A36 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| DETROIT, MI 48265-3000 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Vice President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 800 | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|--------------------------------|--|----------------------------|---|
| Salary Stock Units <u>(1)</u> <u>(2)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 3,474 <u>(4)</u> \$ <u>(5)</u> | | D | Â |
| Salary Stock Units <u>(1)</u> <u>(6)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 5,211 <u>(4)</u> \$ <u>(5)</u> | | D | Â |
| Salary Stock Units <u>(1)</u> <u>(7)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 2,550 <u>(4)</u> \$ <u>(5)</u> | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EWANICK JOEL 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | Â | Â | Â Vice President | Â |

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. Ewanick

02/01/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Pursuant to the Company's Salary Stock Plan (the "GMSSP") each Salary Stock Unit is fully vested upon grant and represents a right to receive one share of the Company's common stock on the applicable settlement date (with certain exceptions); provided, however, that any settlement before May 17, 2011 will be made by the delivery in cash in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common stock as of the applicable anniversary date of the SSU's grant.

(2) The SSUs reported in this item were awarded on June 30, 2010 and will be settled in three equal, annual installments beginning on June 30, 2011.

(3) The SSUs do not have an expiration or exercise price.

(4) On November 1, 2010, the Company amended its certificate of incorporation to effect a stock split in which each issued and outstanding share of common stock was converted into three shares of common stock. Pursuant to the terms of the GMSSP, each issued and outstanding SSU was automatically converted into three SSUs, so that the June 30, 2010 grant of 1,158 SSUs has been converted into 3,474 SSUs and the September 30, 2010 grant of 1,737 SSUs has been converted into 5,211 SSUs.

(5) The SSUs do not carry a conversion or exercise price.

(6) The SSUs reported in this item were awarded on September 30, 2010 and will be settled in three equal, annual installments beginning on September 30, 2011.

(7) The SSUs reported in this item were awarded on December 31, 2010 and will be settled in three equal, annual installments beginning on December 31, 2011.

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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