Reilly David Nicholas Form 4 July 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

General Motors Co [GM]

Symbol

1(b).

(Print or Type Responses)

Reilly David Nicholas

1. Name and Address of Reporting Person *

								(Cnec	k an appneable	;)	
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ransaction						
			(Month/I	Day/Year)				Director		Owner	
			06/30/2	011				_X_ Officer (give title Other (specify			
CENTER	M/C: 482-C25-A	436						below)	below)		
CEITTER,						Vice President					
	(Street)		4. If Ame	nendment, Date Original				6. Individual or Joint/Group Filing(Check			
				<u> </u>				Applicable Line)			
Filed(Month/Day/Year)						_X_ Form filed by One Reporting Person					
DETROIT	MI 49265 2000	1						Form filed by More than One Reporting			
DETROIT,	MI 48265-3000)						Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2 Transaction D	nto 24 Doo	mad	3.	1 Conwit	ios Ao	anirad	5. Amount of	6.	7. Nature of	
Security				*				Securities	Ownership	Indirect	
(Instr. 3)	(Month/Day/Tea	any	on Date, ii	Code	(Instr. 3, $\frac{1}{2}$			Beneficially	Form: Direct		
(111311. 3)		-	Day/Year)					Owned	(D) or	Ownership	
		(1.101111)	24,77241)	(1115111 0)				Following	Indirect (I)	(Instr. 4)	
								Reported	(Instr. 4)	, , ,	
						(A)		Transaction(s)	· ·		
				G 1 17		or	ъ.	(Instr. 3 and 4)			
				Code V		(D)	Price				
Common	06/30/2011			M	3,594	A	\$ 0 (3)	3,594	D		
Stock (1)	00/30/2011			111	(2)		Ψ •	3,371	D		
							ď				
Common	0.610.010.011			_	4 420	_	\$	0.176	_		
Stock	06/30/2011			F	1,438	D	30.39	2,156	D		
Stock							(3)				
C					(177						
Common	06/30/2011			M	6,177	A	\$ 0 (3)	8,333	D		
Stock (4)	00,00,2011				(5)		~ ~ —	0,000	_		
							\$				
Common	06/20/2011			_	0.471	ъ		5.060	Ъ		
Stock	06/30/2011			F	2,471	D	30.39	5,862	D		
							(3)				
	06/30/2011			M	18,921	A	\$ 0 (3)	24,783	D		
	00/30/2011			171	10,721	Λ	Ψ 0 <u>~~</u>	27,703	D		

Common Stock (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 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. Price Deriva Securit (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	3,594 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	3,594 (2)	<u>(3)</u>
Salary Stock Units (4)	\$ 0 (3)	06/30/2011		M	6,177 (5)	<u>(1)</u>	<u>(1)</u>	Common Stock	6,177 (2)	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships							
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
Reilly David Nicholas 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President					
Signatures								
/s/ Anne T. Larin, attorney-in-fact Reilly	et for Mr.		07/05/2011					
**Signature of Reporting Person	ı		Date					

Reporting Owners 2

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) deemed to (1) have been issued, nunc pro tune, on June 30, 2009 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 Common Stock, less a portion withheld for taxes.
 - On June 30, 2009 the employee received a grant of 3,594 SSUs, of which 1,198 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 share
- (2) of Common Stock was converted into three shares of Common Stock (the "Stock Split"). Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 10,782 SSUs granted on June 30, 2009, of which 3,594 SSUs became payable on June 30, 2011.
- (3) 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 the Company's common stock. Under the GMSSP, the Fair Market Value of the Company's common stock is defined as the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which the Company's common stock is listed, on the date of the transaction, which was \$30.39.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs deemed to have been issued on (4) June 30, 2010 pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on June 30, 2011 in shares of Common Stock, less a portion withheld for taxes.
 - On June 30, 2010 the employee received a grant of 6,177 SSUs, of which 2,059 SSUs were scheduled to be payable on June 30, 2011.

 Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock
- (5) Split into three SSUs, so that the employee was credited with a total of 18,531 SSUs granted on June 30, 2010, of which 6,177 SSUs became payable on June 30, 2011.
- (6) The SSUs reported in this item were awarded on June 30, 2011 pursuant to the GMSSP. 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.