

STEPHENS THOMAS G

Form 4

January 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
STEPHENS THOMAS G

(Last) (First) (Middle)

300 RENAISSANCE
CENTER, M/C: 482-C25-A36

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
General Motors Co [GM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 12/31/2011 | | M | | 4,380 <u>(2)</u> | A | \$ 0 ⁽³⁾ 139,758 D |
| Common Stock | 12/31/2011 | | F | | 1,350 | D | \$ 20.21 ⁽³⁾ 138,408 D |
| Common Stock ⁽⁴⁾ | 12/31/2011 | | M | | 7,646 | A | \$ 0 ⁽³⁾ 146,054 D |
| Common Stock | 12/31/2011 | | F | | 2,499 | D | \$ 20.21 ⁽³⁾ 143,555 D |
| | 12/31/2011 | | M | | 66,799 | A | \$ 0 ⁽³⁾ 210,354 D |

Common
Stock ⁽⁵⁾

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

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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. 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. Price or Value of Derivative Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Salary Stock Units ⁽¹⁾ | \$ 0 ⁽³⁾ | 12/31/2011 | | D | 4,380 ⁽²⁾ | ⁽¹⁾ / ⁽¹⁾ | ⁽¹⁾ / ⁽¹⁾ | Common Stock | 4,380 ⁽²⁾ | \$ 0 |
| Salary Stock Units ⁽⁴⁾ | ⁽³⁾ | 12/31/2011 | | D | 7,646 | ⁽¹⁾ / ⁽¹⁾ | ⁽¹⁾ / ⁽¹⁾ | Common Stock | 7,646 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEPHENS THOMAS G 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | | | Vice Chairman | |

Signatures

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

01/04/2012

**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 December 31, 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 December 31, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.

(1)

On December 31, 2009 the employee received a grant of 4,380 SSUs, of which 1,460 SSUs were scheduled to be payable on December 31, 2011. On November 1, 2010 the Company amended its certificate of incorporation to effect a stock split in which each issued and

(2) outstanding share 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 13,140 SSUs granted on December 31, 2009, of which 4,380 SSUs became payable on December 31, 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 \$20.21.

(3)

The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on December 31, 2010 pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on December 31, 2011 in shares of Common Stock, less a portion withheld for taxes.

(4)

(5) The SSUs reported in this item were granted on December 31, 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 December 31, 2012.

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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