

EWANICK JOEL
Form 4/A
February 16, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EWANICK JOEL

(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)
09/30/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/14/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (A) or (D)	Price	
Common Stock	11/23/2010		P		800	A \$ 33 800	D

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

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information contained in this form are not
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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)**

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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 of Deriva Securi (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units ⁽¹⁾ ₍₂₎	\$ 0 ⁽³⁾	09/30/2010		A		1,737 ₍₄₎		₍₂₎	₍₂₎	Common Stock	1,737 ₍₄₎	\$ 0
Salary Stock Units ⁽¹⁾ ₍₂₎	\$ 0 ⁽³⁾	12/31/2010		A		2,550		₍₂₎	₍₂₎	Common Stock	2,550	\$ 0

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			Vice President	

Signatures

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

02/16/2011

 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).

- (1) The Initial Statement of Beneficial Ownership on Form 3 filed by the reporting person on January 28, 2011, in connection with his appointment as an officer of the Company, reflects the holdings of shares held by him directly and indirectly at the time of the filing of the Form 3. Transactions giving rise to the filing of this Statement of Changes to Beneficial Ownership on Form 4 by the reporting person occurred on February 10, 2011. This transaction is being reported on this Form 4 solely for the purposes of reporting the transactions that occurred within six months of the first transaction by the reporting person giving rise to the filing of this report on Form 4, in compliance with Rule 16a-2(a) promulgated under The Securities Exchange Act of 1934, as amended.
- (2) 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; provided, however, that if a settlement date occurs prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, the SSU will be settled by the delivery of cash in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common

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stock as of the applicable anniversary date of the SSU's grant. Each grant of SSUs will settle in three equal, annual installments beginning on the one-year anniversary of the date of the grant. The SSUs do not have an expiration or exercise date.

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

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

- (4) outstanding SSU was automatically converted into three SSUs, so the September 30, 2010 grant of 1,737 SSUs has been converted into 5,211 SSUs.

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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