

STEPHENS THOMAS G

Form 4

July 05, 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 *
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)
06/30/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice Chairman

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)
Common Stock <u>(1)</u>	06/30/2011		M	Amount 4,380 <u>(2)</u>	(A) or (D) A \$ 0 <u>(3)</u>	5,180	D
Common Stock	06/30/2011		F	1,350	D \$ 30.39 <u>(3)</u>	3,830	D
Common Stock <u>(4)</u>	06/30/2011		M	15,627 <u>(5)</u>	A \$ 0 <u>(3)</u>	19,457	D
Common Stock	06/30/2011		F	4,814	D \$ 30.39 <u>(3)</u>	11,613	D
	06/30/2011		A	44,423	A \$ 0 <u>(3)</u>	56,036	D

Common
Stock (6)

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. 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	4,380 ⁽²⁾	⁽¹⁾	⁽¹⁾	Common Stock	4,380 ⁽²⁾	0
Salary Stock Units ⁽⁴⁾	\$ 0 ⁽³⁾	06/30/2011		M	15,627 ⁽⁵⁾	⁽¹⁾	⁽¹⁾	Common Stock	15,627 ⁽²⁾	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

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).

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- (1) 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 have been issued, nunc pro tunc, 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.

- (2) On June 30, 2009 the employee is deemed to have received a grant of 4,383 SSUs, of which 1,461 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 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 13,149 SSUs granted on June 30, 2009, of which 4,380 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 Common Stock. Under the GMSSP, the fair 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.

- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on 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.

- (5) On June 30, 2010 the employee received a grant of 15,627 SSUs, of which 5,209 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 Split into three SSUs, so that the employee was credited with a total of 46,881 SSUs granted on June 30, 2010, of which 15,627 SSUs became payable on June 30, 2011.

- (6) 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.

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