

STEPHENS THOMAS G  
Form 4  
April 04, 2011

**FORM 4**

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

OMB APPROVAL

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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

(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)  
03/31/2011

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 <u>(1)</u>	03/31/2011		M		4,383 <u>(2)</u>	A	\$ 0 <u>(3)</u> 5,183 D
Common Stock	03/31/2011		D		3,033	D	\$ 31.28 <u>(3)</u> 2,150 D
Common Stock	03/31/2011		F		1,350	D	\$ 31.28 <u>(3)</u> 800 D
Common Stock <u>(4)</u>	03/31/2011		M		15,627 <u>(5)</u>	A	\$ 0 <u>(3)</u> 16,427 D
	03/31/2011		D		10,813	D	5,614 D

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Common Stock					\$			
					31.28			
					<u>(3)</u>			
Common Stock	03/31/2011		F	4,814	D	\$	31.28	800
						<u>(3)</u>		D

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Salary Stock Units <sup>(1)</sup>	\$ 0 <sup>(3)</sup>	03/31/2011		M	4,383 <sup>(2)</sup>	<u>(1)</u>	<u>(1)</u>	Common Stock
Salary Stock Units <sup>(4)</sup>	\$ 0 <sup>(3)</sup>	03/31/2011		M	15,627 <sup>(5)</sup>	<u>(1)</u>	<u>(1)</u>	Common Stock
Salary Stock Units <sup>(6)</sup>	\$ 0 <sup>(3)</sup>	03/31/2011		A	43,159	03/31/2011 <sup>(6)</sup>	03/31/2011 <sup>(6)</sup>	Common Stock

## 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

04/04/2011

\_\_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 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 March 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 March 31, 2011 in cash, less a portion withheld for taxes.

(2) On March 31, 2009 the employee received a grant of 4,383 SSUs, of which 1,461 SSUs were scheduled to be payable on March 31, 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 March 31, 2009, of which 4,383 SSUs became payable on March 31, 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 value of the Company's common stock is 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 \$31.28.

(4) 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, nunc pro tunc, on March 31, 2010 pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on March 31, 2011 in cash, less a portion withheld for taxes.

(5) On March 31, 2010 the employee received a grant of 15,627 SSUs, of which 5,209 SSUs were scheduled to be payable on March 31, 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 March 31, 2010, of which 15,627 SSUs became payable on March 31, 2011.

(6) The SSUs reported in this item were awarded on March 31, 2011 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on March 31, 2012. Each SSU is fully vested 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, which occurred on November 17, 2010, the SSU will be settled by the delivery of cash (with certain exceptions) 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. The SSUs do not have an expiration or exercise date.

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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