Reuss Mark L 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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January 31,

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Reuss Mark L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			General Motors Co [GM]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
300 RENAISSANCE CENTER, M/C: 482-C25-A36 (Street)			06/30/2011	_X_ Officer (give title Other (specify		
			00/20/2011	below) below) Vice President		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

DETROIT, MI 48265-3000

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6 Securities C Beneficially F Owned (I Following In	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	06/30/2011		Code V M	Amount 2,970	or (D)	Price \$ 0 (3)	(Instr. 3 and 4) 3,170	D	
Stock (1)	00/30/2011		IVI	(2)	Λ	\$ 0 <u>5</u>	3,170	D	
Common Stock	06/30/2011		F	915	D	30.39 (3)	2,255	D	
Common Stock (4)	06/30/2011		M	4,959 (5)	A	\$ 0 (3)	7,214	D	
Common Stock	06/30/2011		F	1,528	D	\$ 30.39 (3)	5,686	D	
	06/30/2011		A	13,039	A	\$ 0 (3)	18,725	D	

Common Stock (6)

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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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		2,970 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	2,970 (2)	<u>(3)</u>
Salary Stock Units (4)	\$ 0 (3)	06/30/2011		M		4,959 (5)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,959 (2)	<u>(3)</u>

Reporting Owners

Reuss

Reporting Owner Name / Address	Relationships							
roporting of their runner, raunted	Director	10% Owner	Officer	Other				
Reuss Mark L 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President					
Signatures								
/s/ Anne T. Larin, attorney-in-fac	t for Mr.		07/05/2011					

**Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: Reuss Mark L - Form 4

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 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 the Company's Common Stock, less a portion withheld for taxes
 - On June 30, 2009 the employee received a grant of 2,970 SSUs, of which 989 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 8,910SSUs granted on June 30, 2009, of which 2,970 SSUs became payable on June 30, 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 \$30.39.
- 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 (4) to the GMSSP and vested upon grant. The portion of this award currently payable was settled on June 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.
- On June 30, 2010 the employee received a grant of 4,959 SSUs, of which 1,653 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 14,877 SSUs granted on June 30, 2010, of which 4,959 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. 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.