Girsky Stephen J Form 4 October 04, 2011

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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 * Girsky Stephen J			2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [GM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
300 RENAISSANCE CENTER, M/C: 482-C25-A36		A36	(Month/Day/Year) 09/30/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Vice Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DETROIT, MI 48265-3000			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed (Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	09/30/2011		Code V	Amount 13,896 (2)	(A) or (D)	Price \$ 0 (3)	Transaction(s) (Instr. 3 and 4) 60,137	D	
Common Stock	09/30/2011		F	7,156	D	\$ 20.3 (3)	52,981	D	
Common Stock (4)	09/30/2011		M	39,409	A	\$ 0 (3)	92,390	D	

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

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SEC 1474

(9-02)

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# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	7. Title and L Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	\$ 0 (3)	09/30/2011		M	13,896 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	13,896 (2)	2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Girsky Stephen J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	X		Vice Chairman				
0!							

### **Signatures**

/s/ Anne T. Larin, attorney-in-fact for Mr. 10/04/2011

\*\*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).
- 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 (1) September 30, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on September 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.
  - On September 30, 2010 the employee received a grant of 13,896 SSUs, of which 4,632 SSUs were scheduled to be payable on September 30, 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. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted into three SSUs, so that the employee was credited with a total of 41,685 SSUs granted on September 30, 2010, of which 13,896 SSUs became payable on September 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 \$20.30.

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(4) The SSUs reported in this item were granted on September 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 September 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.