Girsky Stephen J
Form 4
October 04, 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).

OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)

| 1. Name and Address of Reporting Person *Girsky Stephen J |  |  | 2. Issuer Name and Ticker or Trading Symbol General Motors Co [GM] |
| :---: | :---: | :---: | :---: |
|  |  |  |  |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| 300 RENAISSANCE <br> CENTER, M/C: 482-C25-A36 |  |  | 09/30/2011 |
|  |  |  |  |
| (Street) |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |

DETROIT, MI 48265-3000
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| X__ Director | 10\% Owne |
| :---: | :---: |
| - $_{\text {below }}{ }^{\text {- }}$ Officer (give title | 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

\begin{tabular}{|c|c|c|c|c|c|c|c|c|c|}
\hline (City) \& (State) \& \multicolumn{8}{|l|}{Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\
\hline 1.Title of Security (Instr. 3) \& 2. Transaction Date (Month/Day/Year) \& 2A. Deemed Execution Date, if any (Month/Day/Year) \& \begin{tabular}{l}
3. \\
Transa Code (Instr. 8) \\
Code
\end{tabular} \& \begin{tabular}{l}
4. Securi tion(A) or Di (Instr. 3, \\
) \\
V \\
Amount
\end{tabular} \& es Ac
posed
and 5

(A)
or

(D) \& \begin{tabular}{l}
quired of (D) ) <br>
Price

 \& 

5. Amount of Securities <br>
Beneficially <br>
Owned <br>
Following <br>
Reported <br>
Transaction(s) <br>
(Instr. 3 and 4)
\end{tabular} \& 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) \& 7. Nature of Indirect Beneficial Ownership (Instr. 4) <br>

\hline Common Stock ${ }^{(1)}$ \& 09/30/2011 \& \& M \& \[
$$
\begin{aligned}
& 13,896 \\
& \text { (2) }
\end{aligned}
$$

\] \& \& \[

$$
\begin{aligned}
& \$ 0 \\
& (3)
\end{aligned}
$$
\] \& 60,137 \& D \& <br>

\hline Common Stock \& 09/30/2011 \& \& F \& 7,156 \& D \& $$
\begin{aligned}
& \$ \\
& 20.3 \\
& (3)
\end{aligned}
$$ \& 52,981 \& D \& <br>

\hline Common Stock ${ }^{(4)}$ \& 09/30/2011 \& \& M \& 39,409 \& A \& $$
\begin{aligned}
& \$ 0 \\
& (3)
\end{aligned}
$$ \& 92,390 \& D \& <br>

\hline
\end{tabular}

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


## Reporting Owners

Reporting Owner Name / Address

## Relationships

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

## Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. Girsky
**Signature of Reporting Person
10/04/2011

Date

## Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction $4(\mathrm{~b})(\mathrm{v})$.
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 \mathrm{ff}(\mathrm{a})$.
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
(3) 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.
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