

General Motors Co  
Form 4  
July 02, 2013

**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 \*  
Reuss Mark L

(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)  
06/30/2013

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 \_\_\_\_ Other (specify  
below) below)

Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 06/30/2013                              |                                                             | M                                       | 9,132 A                                                                 | \$ 0 <sup>(2)</sup> 70,828                                                                                         | D                                                                    |                                         |
| Common<br>Stock                       | 06/30/2013                              |                                                             | D                                       | 4,329 D                                                                 | \$ 33.26 <sup>(2)</sup> 66,499                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 06/30/2013                              |                                                             | F                                       | 4,803 D                                                                 | \$ 33.26 <sup>(2)</sup> 61,696                                                                                     | D                                                                    |                                         |
| Common<br>Stock <sup>(3)</sup>        | 06/30/2013                              |                                                             | M                                       | 4,346 A                                                                 | \$ 0 <sup>(2)</sup> 66,042                                                                                         | D                                                                    |                                         |
|                                       | 06/30/2013                              |                                                             | D                                       | 2,061 D                                                                 | 63,981                                                                                                             | D                                                                    |                                         |

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|                  |            |   |              |   |                    |        |   |  |
|------------------|------------|---|--------------|---|--------------------|--------|---|--|
| Common Stock     |            |   |              |   | \$<br>33.26<br>(2) |        |   |  |
| Common Stock     | 06/30/2013 | F | 2,285        | D | \$<br>33.26<br>(2) | 61,696 | D |  |
| Common Stock (4) | 06/30/2013 | M | 4,956<br>(5) | A | \$ 0 (2)           | 66,652 | D |  |
| Common Stock     | 06/30/2013 | D | 2,350        | D | \$<br>33.26<br>(2) | 64,302 | D |  |
| Common Stock     | 06/30/2013 | F | 2,606        | D | \$<br>33.26<br>(2) | 61,696 | D |  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                               |
| Salary Stock Units (1)                     | \$ 0 (2)                                               | 06/30/2013                           |                                                    | M                              |                                                                                         | 9,132                                                    | (6) (6)                                                       | Common Stock 9,132            |
| Salary Stock Units (3)                     | \$ 0 (2)                                               | 06/30/2013                           |                                                    | M                              |                                                                                         | 4,346                                                    | (6) (6)                                                       | Common Stock 4,346            |
| Salary Stock Units (5)                     | \$ 0 (2)                                               | 06/30/2013                           |                                                    | M                              |                                                                                         | 4,956                                                    | (6) (6)                                                       | Common Stock 4,956            |
| Salary Stock Units (7)                     | \$ 0 (2)                                               | 06/30/2013                           |                                                    | A                              |                                                                                         | 18,115                                                   | (6) (6)                                                       | Common Stock 18,115           |
|                                            | \$ 0 (2)                                               | 06/30/2013                           |                                                    | A                              |                                                                                         | 1,955                                                    | (6) (6)                                                       | 1,955                         |

Salary  
Stock  
Units <sup>(8)</sup>

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                |       |
|--------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                      | Director      | 10% Owner | Officer        | Other |
| Reuss Mark L<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br>DETROIT, MI 48265-3000 |               |           | Vice President |       |

## Signatures

|                                                      |            |
|------------------------------------------------------|------------|
| /s/ Anne T. Larin, attorney-in-fact for Mr.<br>Reuss | 07/02/2013 |
| __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") awarded on

(1) June 30, 2012 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, 2013 in cash, less a portion withheld for taxes.

Each SSU is the economic equivalent of one share of the Company's common stock (the "Stock"). Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. As recently amended, the GMSSP gives the employee the option of having a settlement made by delivery of the Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. 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 it is listed, on the date of the transaction, which was \$33.26. The employee opted to have these settlements made by delivery of cash.

(3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on June 30, 2011.

(4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on June 30, 2010.

On June 30, 2010 the employee received a grant of 4,957 SSUs, of which 1,652 SSUs were scheduled to be payable on June 30, 2013. 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. 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 14,871 SSUs granted on June 30, 2010 of which 4,956 SSUs became payable on June 30, 2013.

(6) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

(7) The SSUs reported in this item were granted on June 30, 2013 and will be settled in three equal, annual installments beginning June 30, 2014.

(8) (8) The SSUs reported in this item were granted on June 30, 2013 and will be treated as if they were granted on March 31, 2013 (i.e., granted nunc pro tunc), so that they will be settled in three equal, annual installments beginning March 31, 2014.

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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