Girsky Stephen J Form 4 January 04, 2012

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue. **SECURITIES** 

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Girsky Stephen J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

(State)

General Motors Co [GM]

(Check all applicable)

300 RENAISSANCE

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director

10% Owner Other (specify

(7:m)

12/31/2011

X\_ Officer (give title below) Vice Chairman

CENTER, M/C: 482-C25-A36

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DETROIT, MI 48265-3000

(City)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	12/21/2011		Code V	Amount	(D)	Price	(Instr. 3 and 4)	D	
Stock (1)	12/31/2011		M	6,800	A	\$ 0 (2)	99,190	D	
Common Stock	12/31/2011		F	3,014	D	\$ 20.21 (2)	96,176	D	
Common Stock (3)	12/31/2011		A	39,585	A	\$ 0 (2)	135,761	D	

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)

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. Transactic Code (Instr. 8)	5. Number out 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. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	<u>(2)</u>	12/31/2011		D	6,800	<u>(1)</u>	<u>(1)</u>	Common Stock	6,800	\$0

## **Reporting Owners**

Girsky

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Girsky Stephen J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	X		Vice Chairman					
Signatures								
/s/ Anne T. Larin, attorney-in-fac	et for Mr.		01/04/2012					

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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) December 31, 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 December 31, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.

Date

- 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 \$20.21.
- (3) The SSUs reported in this item were granted on December 31, 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 December 31, 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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