

Girsky Stephen J
 Form 4
 April 04, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)
 03/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock ⁽¹⁾	03/31/2011		M		18,063 ⁽²⁾	A	\$ 0 ⁽³⁾ 24,563 D
Common Stock	03/31/2011		D		10,946 D		\$ 31.28 ⁽³⁾ 13,617 D
Common Stock	03/31/2011		F		7,117 D		\$ 31.28 ⁽³⁾ 6,500 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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- (3) 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 the Company's common stock. 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 the Company's common stock is listed, on the date of the transaction, which was \$31.28.

- (4) The SSUs reported in this item were awarded on March 31, 2011 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on March 31, 2012. Each SSU is fully vested and represents a right to receive one share of the Company's common stock on the applicable settlement date; provided, however, that if a settlement date occurs prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, which occurred on November 17, 2010, the SSU will be settled by the delivery of cash (with certain exceptions) in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common stock as of the applicable anniversary date of the SSU's grant. The SSUs do not have an expiration or exercise date.

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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