

General Motors Co  
Form 3  
April 11, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * ^ Motors Liquidation Co GUC Trust (Last) (First) (Middle)			2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2011	3. Issuer Name and Ticker or Trading Symbol General Motors Co [GM]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O WILMINGTON TRUST COMPANY, ^ RODNEY SQUARE NORTH, 1110 N. MARKET ST (Street)						
WILMINGTON, ^ DE ^ 19890-1615 (City) (State) (Zip)						6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	150,000,000	I	Dispositive power pursuant to GUC Trust Agreement <sup>(1)</sup>

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrants	07/10/2009	07/10/2016	Common Stock	136,363,635	\$ 10	I	Dispositive power pursuant to GUC Trust Agreement <sup>(1)</sup>
Warrants	07/10/2009	07/10/2016	Common Stock	136,363,635	\$ 18.33	I	Dispositive power pursuant to GUC Trust Agreement <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motors Liquidation Co GUC Trust C/O WILMINGTON TRUST COMPANY RODNEY SQUARE NORTH, 1110 N. MARKET ST WILMINGTON, DE 19890-1615	Â	Â X	Â	Â
WILMINGTON TRUST CORP 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0001	Â	Â X	Â	Â

## Signatures

MOTORS LIQUIDATION COMPANY GUC TRUST, By: Wilmington Trust Company, not in its individual capacity, but solely in its capacity as Trust administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/11/2011

\_\_Signature of Reporting Person Date

WILMINGTON TRUST COMPANY, not in its individual capacity but solely in its capacity as Trust administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/11/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Motors Liquidation Company GUC Trust and Wilmington Trust Company, not in its individual capacity but solely in its capacity as Trust administrator and trustee, may be deemed to beneficially own the securities reported on this Form 3 by virtue of the dispositive power they may exercise pursuant to the GUC Trust Agreement, dated as of March 30, 2011, among the Reporting Persons, Motors Liquidation Company, and the other parties thereto. The securities reported on this Form 3 are held by Motors Liquidation Company.

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.