#### STEPHENS THOMAS G

Form 4

October 04, 2011

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEPHENS THOMAS G			2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [GM]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
300 RENAISS CENTER, M/C		-A36	(Month/Day/Year) 09/30/2011	Director 10% Owner _X Officer (give title Other (specify below)  Vice Chairman		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
DETROIT, MI	48265-300	00		Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	09/30/2011		M	4,380 (2)	A	\$ 0 (3)	63,446	D	
Common Stock	09/30/2011		F	2,233	D	\$ 20.3 (3)	61,213	D	
Common Stock (4)	09/30/2011		M	15,627 (5)	A	\$ 0 (3)	76,840	D	
Common Stock	09/30/2011		F	7,965	D	\$ 20.3 (3)	68,875	D	
	09/30/2011		M	66,503	Α		135.378	D	

Common \$0 Stock (6) (3)

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

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(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	ate	7. Title and Underlying (Instr. 3 and	Securities	8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	\$ 0 (3)	09/30/2011		M	4,380 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,380 (2)	Ω
Salary Stock Units (4)	\$ 0 (3)	09/30/2011		M	15,627 (5)	<u>(1)</u>	(1)	Common Stock	15,627 (2)	Ω

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

STEPHENS THOMAS G

300 RENAISSANCE CENTER M/C: 482-C25-A36

Vice Chairman

DETROIT, MI 48265-3000

# **Signatures**

/s/ Anne T. Larin, attorney-in-fact for Mr. 10/04/2011 Stephens

> \*\*Signature of Reporting Person Date

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) deemed to have been issued, nunc pro tunc, on September 30, 2009 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 Common Stock, less a portion withheld for taxes.
- On September 30, 2009 the employee is deemed to have received a grant of 4,380 SSUs, of which 1,460 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 outstanding share of Common Stock was converted into three shares of Common Stock (the "Stock Split").

  Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 13,140 SSUs granted on September 30, 2009, of which 4,380 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 share of Common Stock. Under the GMSSP, the fair 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.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on September 30, 2010 (4) pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on September 30, 2011 in shares of Common Stock, less a portion withheld for taxes.
- On September 30, 2010 the employee received a grant of 15,625 SSUs, of which 5,209 SSUs were scheduled to be payable on September 30, 2011. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 46,875 SSUs granted on September 30, 2010, of which 15,627 SSUs became payable on September 30, 2011.
- (6) 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. 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.