Kline Terry S Form 4 January 04, 2012

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Security

Kline Terry S

300 RENAISSANCE

CENTER, M/C: 482-C25-A36

OMB APPROVAL

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Securities

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1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol General Motors Co [GM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 12/31/2011 below) Vice President & CIO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DETROIT, MI 48265-3000 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of

(Instr. 3)	(any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	12/31/2011		M	1,386 (2)	A	\$ 0 (3)	31,719	D	
Common Stock	12/31/2011		F	503	D	\$ 20.21 (3)	31,216	D	
Common Stock (4)	12/31/2011		M	1,595	A	\$ 0 (3)	32,811	D	
Common Stock	12/31/2011		F	579	D	\$ 20.21 (3)	32,232	D	
	12/31/2011		M	8,783	A	\$ 0 (3)	41,015	D	

(Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D)

Common Stock (5)

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

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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. Transaction Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	\$ 0 (3)	12/31/2011		D	1,386	<u>(1)</u>	<u>(1)</u>	Common Stock	1,386 (2)	\$0.
Salary Stock Units (4)	(3)	12/31/2011		D	1,595	<u>(1)</u>	(1)	Common Stock	1,595	\$0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o macrimumo, radicoss	Director	10% Owner	Officer	Other			
Kline Terry S 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President & CIO				
Cianaturas							

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. 01/04/2012 Kline

**Signature of Reporting Person Date

Reporting Owners 2

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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") issued on (1) December 31, 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 December 31, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.
 - On December 31, 2009 the employee received a grant of 1,386 SSUs, of which 462 SSUs were scheduled to be payable on December 31, 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 4,158 SSUs granted on December 31, 2009, of which 1,386 SSUs became payable on December 31, 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 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.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on December 31, 2010 (4) pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on December 31, 2011 in shares of Common Stock, less a portion withheld for taxes.
- (5) 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. 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.