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| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Reilly David Nicholas</u><br><br>(Last) (First) (Middle)<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br><br>(Street)<br>DETROIT MI 48265-3000<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>General Motors Co [ NO SYMBOL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><b>Vice President</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/15/2010                        |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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  | (A) or (D) | Price                  |   |  |   |
| Common Stock <sup>(1)(2)(3)</sup> | 03/31/2010                           |  | M                              |   | 1,198   | A          | \$0 <sup>(4)</sup>     | 1,198   | D  |   |
| Common Stock <sup>(1)</sup>       | 03/31/2010                           |  | D                              |   | 587   | D          | \$53.98 <sup>(4)</sup> | 611   | D  |   |
| Common Stock <sup>(1)</sup>       | 03/31/2010                           |  | F                              |   | 611   | D          | \$53.98 <sup>(4)</sup> | 0   | D  |   |
| Common Stock <sup>(2)(5)</sup>    | 06/30/2010                           |  | M                              |   | 1,198   | A          | \$0 <sup>(4)</sup>     | 1,198   | D  |   |
| Common Stock                      | 06/30/2010                           |  | D                              |   | 587   | D          | \$53.98 <sup>(4)</sup> | 611   | D  |   |
| Common Stock                      | 06/30/2010                           |  | F                              |   | 611   | D          | \$53.98 <sup>(4)</sup> | 0   | D  |   |

**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 of 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units <sup>(1)(6)</sup>   | \$0 <sup>(6)</sup>                                     | 03/15/2010                           |  | A                              |   | 12,087   |     | (6)  | (6)             | Common Stock  | 12,087                                     | \$0 <sup>(6)</sup>   | 12,087  | D  |       |
| Salary Stock Units <sup>(1)(2)</sup>       | \$0 <sup>(4)</sup>                                     | 03/31/2010                           |  | A                              |   | 6,175  |     | (2)  | (2)             | Common Stock  | 6,175                                      | \$0 <sup>(4)</sup>   | 6,175   | D  |       |
| Salary Stock Units <sup>(1)(2)(3)</sup>    | \$0 <sup>(4)</sup>                                     | 03/31/2010                           |  | M                              |   | 1,198  |     | (2)  | (2)             | Common Stock  | 1,198                                      | (4)  | 2,396   | D  |       |
| Salary Stock Units <sup>(2)</sup>          | \$0 <sup>(4)</sup>                                     | 06/30/2010                           |  | A                              |   | 6,175  |     | (2)  | (2)             | Common Stock  | 6,175                                      | \$0 <sup>(4)</sup>   | 6,175   | D  |       |
| Salary Stock Units <sup>(2)(5)</sup>       | \$0 <sup>(4)</sup>                                     | 06/30/2010                           |  | M                              |   | 1,198  |     | (2)  | (2)             | Common Stock  | 1,198                                      | (4)  | 2,396   | D  |       |

**Explanation of Responses:**

- The Initial Statement of Beneficial Ownership on Form 3 that was filed by the reporting person on June 7, 2010, in connection with the effectiveness of the Company's Registration Statement on Form 10, reflected the holdings of shares held by him or her directly and indirectly at the time of the filing of the Form 3. Transactions giving rise to the filing of this Statement of Changes to Beneficial Ownership on Form 4 by the reporting person occurred on June 30, 2010. This transaction is being reported on this Form 4 solely for the purposes of reporting the transactions that occurred within six months of the first transaction by the reporting person giving rise to the filing of this report on Form 4, in compliance with Rule 16a-2(a) promulgated under The Securities Exchange Act of 1934, as amended.
- Pursuant to the Company's Salary Stock Plan (the "GMSSP") each Salary Stock Unit is fully vested upon grant 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, the SSU will be settled by the delivery of cash 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. Each grant of SSUs will settle in three equal, annual installments beginning on the one-year anniversary of the date of the grant. The SSUs do not have an expiration or exercise date.
- This grant of SSUs was made on March 31, 2009, and one-third of the grant was settled on March 31, 2010 in cash less shares withheld for taxes.
- The SSUs do not carry a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common stock. Since there currently is no observable publicly traded price for the Company's common stock, the fair value of the Company's common stock is estimated pursuant to the GMSSP.
- This grant of SSUs was made on June 30, 2009, and one-third of the grant was settled on June 30, 2010 in cash less shares withheld for taxes.
- Restricted Stock Units ("RSUs") were awarded on March 15, 2010, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). The RSUs will vest on the third anniversary of the award date provided the reporting person remains continuously employed through that date. RSU awards will be settled when they vest except that until all the Company's obligations under Treasury Regulation 31 CFR 30.1 (Q-1) (the "TARP Obligations") have been repaid, awards will be settled after vesting in increments of 25% for each 25% of the TARP Obligations that have been repaid. Each RSU represents a right to receive one share of the Company's common stock upon settlement, 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, the RSUs will be settled by the delivery of cash in an amount equal to the Fair Market Value (as defined in the GMLTIP) of the Company's common stock as of the applicable settlement date. Since there currently is no observable publicly traded price for the Company's common stock, the fair value of the Company's common stock is estimated pursuant to the GMLTIP. The RSUs do not have an expiration or exercise date or a conversion or exercise price.

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

I am a director and/or officer of General Motors Company ("GM") and as such I may be required to file with the Securities and Exchange Commission ("SEC") one or more Forms 3, 4 and 5 under Section 16 of the Securities Exchange Act of 1934 ("Section 16") and the rules promulgated by the SEC under Section 16, and Form 144 under Rule 144 promulgated by the SEC under the Securities Act of 1933 ("Rule 144").

I appoint each of Marianne Carson, Anne T. Larin, Robert Shrosbree, and Tia Y. Turk as my attorney-in-fact to:

1. Execute Forms 3, 4, 5, and 144 or any amendments to those Forms for me in my name and file such Forms and amendments with the SEC and any stock exchange or similar authority as required by law or rule on my behalf;
2. Do anything on my behalf that may be necessary or desirable to complete and execute such Forms 3, 4, 5, or 144 or any amendment to those Forms and to file those Forms or amendments on a timely basis; and
3. Take any other action in connection with those Forms or amendments that may be legally required or appropriate, in the opinion of the attorney-in-fact taking the action.

I give each attorney-in-fact the power and authority to do anything that is required or appropriate in using his or her powers as attorney-in-fact, to the extent that I could act if I were personally present, with full power of substitution. I agree to everything that these attorneys-in-fact (including any substitutes for them) do under this Power of Attorney that is consistent with its terms.

I acknowledge that complying with Section 16 and Rule 144 as they apply to me is my responsibility and that neither GM nor any of these attorneys-in-fact is assuming my responsibilities in that regard.

This Power of Attorney will remain in effect until I am no longer required to make filings under Section 16 or Rule 144, unless I inform these attorneys-in-fact in writing that I have revoked this Power, which I can do at any time.

\_\_\_\_\_  
Signature

Print name: \_\_\_\_\_

Subscribed and sworn to before me  
this \_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Notary Public