

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>Motors Liquidation Co</u> (Last) (First) (Middle) 401 S. OLD WOODWARD, SUITE 370 (Street) BIRMINGHAM MI 48009 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [GM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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, par value \$0.01 per share	04/21/2011		j ⁽¹⁾		113,123,717	D	\$0	36,876,283	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	Amount or Number of Shares				
Warrants	\$10	04/21/2011		j ⁽²⁾		102,839,782		07/10/2009	07/10/2016	Common Stock, par value \$0.01 per share	102,839,782	\$0	33,523,853	D	
Warrants	\$18.33	04/21/2011		j ⁽³⁾		102,839,782		07/10/2009	07/10/2019	Common Stock, par value \$0.01 per share	102,839,782	\$0	33,523,853	D	

Explanation of Responses:

- The Reporting Person made certain distributions of the General Motors Company Common Stock it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.
- The Reporting Person made certain distributions of the General Motors Company Warrants it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.
- The Reporting Person made certain distributions of the General Motors Company Warrants it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.

Remarks:

/s/ James Selzer 04/29/2011
 ** Signature of Reporting Person Date

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.