

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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 GUC Trust</u> (Last) (First) (Middle) C/O WILMINGTON TRUST COMPANY RODNEY SQUARE NORTH, 1110 N. MARKET ST (Street) WILMINGTON DE 19890-1615 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2011	3. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [GM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 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 ⁽¹⁾

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	07/10/2009	07/10/2016	Common Stock	136,363,635	10	I	Dispositive power pursuant to GUC Trust Agreement ⁽¹⁾
Warrants	07/10/2009	07/10/2016	Common Stock	136,363,635	18.33	I	Dispositive power pursuant to GUC Trust Agreement ⁽¹⁾

1. Name and Address of Reporting Person* <u>Motors Liquidation Co GUC Trust</u> (Last) (First) (Middle) C/O WILMINGTON TRUST COMPANY RODNEY SQUARE NORTH, 1110 N. MARKET ST (Street) WILMINGTON DE 19890-1615 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>WILMINGTON TRUST CORP</u> (Last) (First) (Middle) 1100 NORTH MARKET STREET (Street) WILMINGTON DE 19890-0001 (City) (State) (Zip)		
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Explanation of Responses:

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.

MOTORS LIQUIDATION 04/11/2011

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

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

** 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 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).

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.