SEC Form 4

FORM 4

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person[*] **Millikin Michael P** (Last)　(First)　(Middle) **300 RENAISSANCE CENTER** **M/C: 482-C25-A36** (Street) **DETROIT**　**MI**　**48265-3000** (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **General Motors Co** [**GM**] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director　　☐ 10% Owner X Officer (give title below)　☐ Other (specify below) **Senior Vice President & GC** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ 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[(1)]	06/30/2011		M		1,866[(2)]	A	$0[(3)]	2,166	D	
Common Stock	06/30/2011		F		575	D	$30.39[(3)]	1,591	D	
Common Stock[(4)]	06/30/2011		M		4,434[(5)]	A	$0[(3)]	6,025	D	
Common Stock	06/30/2011		F		1,366	D	$30.39[(3)]	4,659	D	
Common Stock[(6)]	06/30/2011		A		16,906	A	$0[(3)]	21,565	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				
Salary Stock Units[(1)]	$0[(3)]	06/30/2011		M			1,866[(2)]	[(1)]	[(1)]	Common Stock	1,866[(2)]	[(3)]	1,866[(2)]	D	
Salary Stock Units[(4)]	$0[(3)]	06/30/2011		M			4,434[(5)]	[(1)]	[(1)]	Common Stock	4,434[(2)]	[(3)]	8,865[(2)]	D	

Explanation of Responses:

1. 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 June 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 June 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.

2. On June 30, 2009 the employee received a grant of 1,866 SSUs, of which 622 SSUs were scheduled to be payable on June 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 5,598 SSUs granted on June 30, 2009, of which 1,866 SSUs became payable on June 30, 2011.

3. 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 $30.39.

4. The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on June 30, 2010 pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on June 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes.

5. On June 30, 2010 the employee received a grant of 4,434 SSUs, of which 1,478 SSUs were scheduled to be payable on June 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 13,302 SSUs granted on June 30, 2010, of which 4,434 SSUs became payable on June 30, 2011.

6. The SSUs reported in this item were granted on June 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 June 30, 2012.

/s/ Anne T. Larin, attorney-in-fact for Mr. Millikin	07/05/2011
** 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.