

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>Howell Melissa A</u> (Last) (First) (Middle) <u>300 RENAISSANCE CENTER</u> <u>M/C: 482-C25-A36</u> (Street) <u>DETROIT MI 48265-3000</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/19/2013</u>	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Vice President</u></p>	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 Form filed by More than One Reporting Person
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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)
<u>Common Stock</u>	<u>7,491</u>	<u>D</u>	

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			
<u>Restricted Stock Units⁽¹⁾⁽²⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>1,081</u>	<u>(1)</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾⁽³⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>8,159</u>	<u>(1)</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾⁽⁴⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>9,219</u>	<u>(1)</u>	<u>D</u>	

Explanation of Responses:

1. Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "GMLTIP"). Each RSU represents a right to receive one share of the Common Stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the GMLTIP have been satisfied.
2. The RSUs reported in this item were awarded on February 10, 2011 pursuant to the GMLTIP and will vest on February 10, 2014, provided that the reporting person remains continuously employed through the vesting date.
3. The RSUs reported in this item were awarded on March 15, 2012 pursuant to the GMLTIP. Two-thirds of the RSUs will vest on March 15, 2014, and the remaining one-third will vest on March 15, 2015, provided that the reporting person remains continuously employed through the vesting date.
4. The RSUs reported in this item were awarded on March 1, 2013 pursuant to the GMLTIP. One-third of the RSUs will vest each year for three years, beginning on March 1, 2014, provided that the reporting person remains continuously employed through the vesting date.

Remarks:

/s/ Anne T. Larin, attorney-in-
fact for Ms. Howell 03/21/2013

** 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.