

General Motors Co  
Form 4  
July 02, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Girsky Stephen J

(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)  
06/30/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	06/30/2013		M		14,017 A \$ 0 <sup>(2)</sup>	149,778	D
Common Stock	06/30/2013		D		7,397 D \$ 33.26 <sup>(2)</sup>	142,381	D
Common Stock <sup>(3)</sup>	06/30/2013		M		8,775 A \$ 0 <sup>(2)</sup>	151,156	D
Common Stock	06/30/2013		D		4,631 D \$ 33.26 <sup>(2)</sup>	146,525	D
	06/30/2013		M		A \$ 0 <sup>(2)</sup>	160,418	D

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Common Stock <sup>(4)</sup>					13,893		
					<u>(5)</u>		
Common Stock	06/30/2013		D	7,332	D	\$ 33.26	153,086 D
						<u>(2)</u>	

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

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**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Salary Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	06/30/2013		M		14,017 <sup>(6)</sup> <sup>(6)</sup>	Common Stock 14,017
Salary Stock Units <sup>(3)</sup>	\$ 0 <sup>(2)</sup>	06/30/2013		M		8,775 <sup>(6)</sup> <sup>(6)</sup>	Common Stock 8,775
Salary Stock Units <sup>(5)</sup>	\$ 0 <sup>(2)</sup>	06/30/2013		M		13,893 <sup>(5)</sup> <sup>(6)</sup> <sup>(6)</sup>	Common Stock 13,893
Salary Stock Units <sup>(7)</sup>	\$ 0 <sup>(2)</sup>	06/30/2013		A		31,946 <sup>(6)</sup> <sup>(6)</sup>	Common Stock 31,946
Salary Stock Units <sup>(8)</sup>	\$ 0 <sup>(2)</sup>	06/30/2013		A		7,140 <sup>(6)</sup> <sup>(6)</sup>	Common Stock 7,140

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Girsky Stephen J 300 RENAISSANCE CENTER	X		Vice Chairman	

M/C: 482-C25-A36  
DETROIT, MI 48265-3000

## Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr.  
Girsky

07/02/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) awarded on June 30, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant.
- Each SSU is the economic equivalent of one share of the Company's common stock (the "Stock"). Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. As recently amended, the GMSSP gives the employee the option of having a settlement made by delivery of the Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$33.26. The employee opted to have these settlements made by delivery of the stock.
- (2) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on June 30, 2011.
- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on June 30, 2010.
- On June 30, 2010 the employee received a grant of 13,895 SSUs, of which 4,631 SSUs were scheduled to be payable on June 30, 2013. 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. Pursuant to the terms of the GMSSP, each issued and outstanding SSU was automatically converted into three SSUs, so that the employee was credited with a total of 41,685 SSUs granted on June 30, 2010 of which 13,893 SSUs became payable on June 30, 2013.
- (4) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- (5) The SSUs reported in this item were granted on June 30, 2013 and will be settled in three equal, annual installments beginning June 30, 2014.
- (6) The SSUs reported in this item were granted on June 30, 2013 and will be treated as if they were granted on March 31, 2013 (i.e., granted nunc pro tunc), so that they will be settled in three equal, annual installments beginning March 31, 2014.

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

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