Bingol Selim
Form 4
October 02, 2012

FORM 4

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Bingol Selim	2. Issuer Name **and** Ticker or Trading Symbol General Motors Co [GM]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2012	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Vice President
300 RENAISSANCE CENTER, M/C: 482-C25-A36		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
DETROIT, MI 48265-3000		
(City) (State) (Zip)		

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)]	09/30/2012		M		1,129	A	$ 0 [(2)]	12,740	D	
Common Stock	09/30/2012		D		768	D	$ 22.91 [(2)]	11,972	D	
Common Stock	09/30/2012		F		361	D	$ 22.91 [(2)]	11,611	D	
Common Stock [(3)]	09/30/2012		M		927 [(4)]	A	$ 0 [(2)]	12,538	D	
	09/30/2012		D		630	D		11,908	D	

1

Common Stock					$ 22.91 (2)		
Common Stock	09/30/2012		F	297	D	$ 22.91 (2)	11,611	D

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

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(9-02)

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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	$ 0 (2)	09/30/2012		M			1,129	(5)	(5)	Common Stock	1,129	
Salary Stock Units (3)	$ 0 (2)	09/30/2012		M			927 (4)	(5)	(5)	Common Stock	927	
Salary Stock Units (6)	$ 0 (2)	09/30/2012		A		3,929		(5)	(5)	Common Stock	3,929	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bingol Selim 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President	

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr.
Bingol   10/02/2012

<u>**</u>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 September 30, 2011 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on September 30, 2012 in cash, less a portion withheld for taxes.

(2) Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSU are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant, by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's 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 $22.91.

(3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2010.

(4) On September 30, 2010 the employee received a grant of 927 SSUs, of which 309 SSUs were scheduled to be payable on September 30, 2012. 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 SSUs was automatically converted into three SSUs, so that the employee was credited with a total of 2,781 SSUs granted on September 30, 2010 of which 927 SSUs became payable on September 30, 2012.

(5) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

(6) The SSUs reported in this item were granted on September 30, 2012 and will be settled in three equal, annual installments beginning September 30, 2013.

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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