FERGUSON ROBERT E

Form 4

December 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

OMB APPROVAL

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FERGUSON ROBERT E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			General Motors Co [GM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
300 RENAISSANCE			12/14/2012	X Officer (give title Other (specify below) Vice President			
CENTER, M/C: 482-C25-A36							
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
DETROIT, MI 48265-3000		100		Person			
(0:.)	(0, ,)	(7.)					

(City)	(State)	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)	Code (Instr. 8)	(A) or			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)		
Common			Code V	Amount	(D)	Price					
Stock (1)	12/14/2012		A	9,701	A	\$ 0	35,351	D			
Common Stock	12/14/2012		F	3,099	D	\$ 24.76	32,252	D			
Common Stock (2)	12/14/2012		A	19,063	A	\$ 0	51,315	D			
Common Stock	12/14/2012		F	3,686	D	\$ 24.76	47,629	D			
Common Stock (3)	12/14/2012		A	26,858	A	\$ 0	74,487	D			

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Common 11,267 D \$ 63,220 12/14/2012 D Stock

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. Transactic Code (Instr. 8)	orDeriv Secu Acqu or Di (D)	uired (A) visposed of er. 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	Underlying Securities D (Instr. 3 and 4) So		8. I De Seo (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0 (4)	12/14/2012		D		9,701	<u>(4)</u>	<u>(4)</u>	Common Stock	9,701	\$
Restricted Stock Units (4)	\$ 0 (4)	12/14/2012		D		19,063	<u>(4)</u>	<u>(4)</u>	Common Stock	19,063	\$

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

FERGUSON ROBERT E

300 RENAISSANCE CENTER

Vice President M/C: 482-C25-A36

DETROIT, MI 48265-3000

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. 12/17/2012 Ferguson

> **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).

Reporting Owners 2

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- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon (1) the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on February 10, 2011. These shares were fully vested upon grant but will be subject to restrictions on sale until February 10, 2014.
- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon the cancellation of the RSUs granted to the employee on March 15, 2012. These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2014, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2015.
 - The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012.
- (3) These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2015, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2016.
- (4) The RSUs reported in this item were cancelled upon the issuance of the Common Stock reported above. The RSUs did not have an expiration or exercise date or a conversion or exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.