Lee Timothy E Form 4 March 19, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lee Timothy 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			03/15/2013	X Officer (give title Other (specify below)		
CENTER, M/C: 482-C25-A36				below) below) Vice President		
	(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 Person _ Form filed by More than One Reporting		
DETROIT, MI 48265-3000				Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Stock (1)	03/15/2013		M	15,188	,	\$ 0	15,688	D	
Common Stock	03/15/2013		D	5,316	D	\$ 28.03	10,372	D	
Common Stock	03/15/2013		F	9,872	D	\$ 28.03	500	D	

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0	03/15/2013		D	15,188	(2)	(2)	Common Stock	15,188	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Lee Timothy E

300 RENAISSANCE CENTER

M/C: 482-C25-A36 Vice President

DETROIT, MI 48265-3000

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. Lee 03/19/2013

**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).
- The Common Stock reported in this item was issued and delivered upon the settlement of the portion of a grant of Restricted Stock Units (1) ("RSUs") awarded on March 15, 2010 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement.
 - On March 15, 2010, the reporting person received a grant of 10,125 RSUs. 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
- (2) Common Stock. Pursuant to the terms of the GMLTP, each issued and outstanding RSU was automatically converted into three RSUs, so that the employee was credited with a total of 30,375 RSUs, of which one half were vested and settled on March 15, 2013. The remaining one half of the RSUs granted will vest as provided in the GMLTP.

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.

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