

Reuss Mark L
Form 4
April 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
Reuss Mark L

(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)
03/31/2013

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 President

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 (A) or (D) Price		
Common Stock <u>(1)</u>	03/31/2013		M		7,590 A \$ 0 <u>(2)</u> 59,956	D	
Common Stock	03/31/2013		D		2,099 D \$ 27.87 <u>(2)</u> 57,857	D	
Common Stock	03/31/2013		F		5,491 D \$ 27.87 <u>(2)</u> 52,366	D	
Common Stock <u>(3)</u>	03/31/2013		M		4,223 A \$ 0 <u>(2)</u> 56,589	D	
	03/31/2013		D		1,386 D 55,203	D	

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Common Stock					\$ 27.87 <u>(2)</u>		
Common Stock	03/31/2013	F	2,837	D	\$ 27.87 <u>(2)</u>	52,366	D
Common Stock ⁽⁴⁾	03/31/2013	M	<u>4,956</u> ⁽⁵⁾	A	\$ 0 ⁽²⁾	57,322	D
Common Stock	03/31/2013	D	1,626	D	\$ 27.87 <u>(2)</u>	55,696	D
Common Stock	03/31/2013	F	3,330	D	\$ 27.87 <u>(2)</u>	52,366	D
Common Stock	04/01/2013	S	30	D	\$ 27.75	52,336	D
Common Stock	04/01/2013	S	400	D	\$ 27.26	51,936	D
Common Stock	04/01/2013	S	1,500	D	\$ 27.82	50,436	D
Common Stock	04/01/2013	S	1,200	D	\$ 27.85	49,236	D
Common Stock	04/01/2013	S	1,268	D	\$ 27.86	47,968	D
Common Stock	04/01/2013	S	832	D	\$ 27.87	47,136	D
Common Stock	04/01/2013	S	200	D	\$ 27.88	46,936	D
Common Stock	04/01/2013	S	500	D	\$ 27.89	46,436	D
Common Stock	04/01/2013	S	700	D	\$ 27.9	45,736	D
Common Stock	04/01/2013	S	1,403	D	\$ 27.92	44,333	D
Common Stock	04/01/2013	S	897	D	\$ 27.93	43,436	D
Common Stock	04/01/2013	S	600	D	\$ 27.94	42,836	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

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)	Title	Amount or Number of Shares
Salary Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	03/31/2013		M		7,590	Common Stock	7,590
Salary Stock Units ⁽³⁾	\$ 0 ⁽²⁾	03/31/2013		M		4,223	Common Stock	4,223
Salary Stock Units ⁽⁵⁾	\$ 0 ⁽²⁾	03/31/2013		M		4,956 ⁽⁵⁾	Common Stock	4,956
Salary Stock Units ⁽⁷⁾	\$ 0 ⁽²⁾	03/31/2013		A		19,286	Common Stock	19,286

Reporting Owners

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

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. Reuss
04/02/2013

**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 March 31, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently

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payable was settled on March 31, 2013 in cash, less a portion withheld for taxes.

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

(2) 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 \$27.87.

- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on March 31, 2011.
- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on March 31, 2010.

On March 31, 2010 the employee received a grant of 4,957 SSUs, of which 1,652 SSUs were scheduled to be payable on December 31, 2012. On November 1, 2010 the Company amended its certificate of incorporation to effect a stock split in which each issued and

(5) 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 14,871 SSUs granted on March 31, 2010 of which 4,956 SSUs became payable on December 31, 2012.

- (6) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- (7) The SSUs reported in this item were granted on March 31, 2013 and 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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