Barra Mary T Form 4/A April 02, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

**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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Barra Mary T			Symbol General Motors Co [GM]					Issuer			
(Last)	(First)	(Middle)	(Check all applicable) 3. Date of Earliest Transaction					)			
300 RENAISSANCE CENTER, M/C: 482-C25-A36			(Month/Day/Year) 12/31/2010					Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 12/31/2010  DETROIT, MI 48265-3000					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	le I - Nor	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securitin(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)	12/31/2010			M	•	19,473	A	\$ 0 (1)	20,273	D	
Common Stock	12/31/2010			D		8,225	D	\$ 36.77	12,048	D	
Common Stock (2)	12/31/2010			M		18,131	A	\$ 0 (2)	30,179	D	
Common Stock	12/31/2010			D		7,624	D	\$ 36.77	22,555	D	

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

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SEC 1474 (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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0 (3)	12/31/2010		D		19,473 (4)	(3)	(3)	Common Stock	19,473 (1)	9

# **Reporting Owners**

Reporting Owner Name / Address	Relatio	onships

Director 10% Owner Officer Other

Barra Mary T

300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 Senior Vice President

# **Signatures**

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

Barra

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).
  - The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan (the "GMLTP") on
- (1) December 31, 2010 upon the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on March 15, 2010. These shares were fully vested upon grant but are subject to restrictions on sale until March 15, 2013.
- (2) The Common Stock reported in this item was granted under the GMLTP on December 31, 2010. These shares were fully vested upon grant but are subject to restrictions on transfer until December 31, 2013.
- (3) 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.

**(4)** 

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The grant as originally made was for 6,491 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 convertd into three shares of 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 19,473 RSUs granted on March 15, 2010.

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.