

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

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.

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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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