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Cyprus Nick Form 4											
February 14, 20)11										
FORM	4		a-------------						OMB A	PPROVA	۱L
	UNITED	STATES			AND EX(, D.C. 20		COMMISSIO	01	/IB Imber:	3235-	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section						Estimated average burden hours per response 0.5		ry 31, 2005 0.5		
<i>See</i> Instructi 1(b).		30(h)	of the I	nvestmen	t Compan	y Act of 1	940				
(Print or Type Res	ponses)										
1. Name and Add Cyprus Nick	ress of Reporting	Person <u>*</u>	Symbol	er Name an 1 Motors	d Ticker or Co [GM]	Trading	5. Relationship Issuer				
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction		(Cn	eck all a	applicable	2)	
300 RENAISS CENTER, M/O		36		Day/Year)			Director X Officer (g below)		Other O	% Owner ler (specify	
	(Street)			endment, D onth/Day/Yea	ate Original r)		6. Individual or Applicable Line) _X_ Form filed b	y One Re	eporting Pe	erson	
DETROIT, MI							Form filed by Person	y More th	ian One Re	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or H	Beneficial	lly Owned	ł
	Transaction Date (onth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securiti onAcquired (Disposed ((Instr. 3, 4)	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	Direct Indirect	7. Nature Indirect Beneficia Ownershi (Instr. 4)	al
Pamindar: Paport	on a congrate lin	e for each al	nes of sec				or indirectly				
Reminder: Report	on a separate ill		ass of sec	unites delle	Person inform require	ns who res ation cont ed to resp ys a curre	spond to the collection of the	n are n orm		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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	(nstr. 3) Price of Derivative Security		(Month/Day/Year) (Ins		8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 0	02/10/2011		А		7,761		(1)	<u>(1)</u>	Common Stock	7,761	:

Reporting Owners

Reporting Owner Name / Address	Relationships								
Teporting O (net round) rout cos	Director	10% Owner	Officer	Other					
Cyprus Nick 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President						
Signatures									
/s/ Anne T. Larin, attorney-in-fac Cyprus	et for Mr.		02/14/2011						
** Signature of Reporting Person	n		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).

Restricted Stock Units ("RSUs") were awarded on February 10, 2011, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). The RSUs will vest on the third anniversary of the award date provided the reporting person remains continuously employed through that date. RSU awards will be settled when they vest except that until all the Company's obligations under Treasury Regulation

 (1) through that date. RSD awards will be settled when they vest except that until an the Company's obligations under Treasury Regulation 31 CFR 30.1 (Q-1) (the "TARP Obligations") have been repaid, awards will be settled after vesting in increments of 25% for each 25% of the TARP Obligations that have been repaid. Each RSU represents a right to receive one share of the Company's common stock upon settlement.

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.