

Howell Melissa A
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 *
Howell Melissa A

(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)
02/10/2013

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)	(A) or (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)	02/10/2013		M	1,081	A	\$ 0 1,815	D	
Common Stock	02/10/2013		D	346	D	\$ 28.62 1,469	D	
Common Stock	03/14/2013		S	1,469	D	\$ 28.34 0	D	
Common Stock (2)	03/15/2013		M	11,157	A	\$ 0 11,157	D	
Common Stock	03/15/2013		D	3,666	D	\$ 28.03 7,491	D	

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Common Stock 03/18/2013 D 7,491 D \$ 28.02 0 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. 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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(3)</u>	02/10/2013		D	1,081	<u>(3)</u> <u>(3)</u>	Common Stock 1,081
Restricted Stock Units ⁽⁴⁾	<u>(3)</u>	03/01/2013		A	9,219	<u>(3)</u> <u>(3)</u>	Common Stock 9,219
Restricted Stock Units ⁽²⁾	<u>(3)</u>	03/15/2013		D	11,157	<u>(3)</u> <u>(3)</u>	Common Stock <u>(2)</u> 11,157
Salary Stock Units ⁽⁵⁾	<u>(5)</u>	03/31/2013		A	4,934	<u>(5)</u> <u>(5)</u>	Common Stock 4,934

Reporting Owners

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

Signatures

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

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 and delivered upon the settlement of a portion of a grant of Restricted Stock Units ("RSUs") awarded on February 10, 2011 pursuant to the Company's Long-Term Incentive Plan (the "GMLTP"). The remaining RSUs will vest and be settled on February 10, 2014, provided that the reporting person remains continuously employed through the vesting date.

(2) The Common Stock reported in this item was issued and delivered upon the settlement of a portion of a grant of RSUs awarded on March 15, 2010 pursuant to the GMLTP. The grant as originally made was for 3,719 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 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 11,157 RSUs granted on March 10, 2010.

(3) Each RSU represents a right to receive one share of the Company's common stock upon settlement. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price.

(4) The RSUs reported in this item were awarded on March 1, 2013 pursuant to the GMLTP. One-third of the RSUs will vest each year for three years, beginning on March 1, 2014, provided that the reporting person remains continuously employed through the vesting date.

(5) The Salary Stock Units ("SSUs") reported in this item were granted on March 31, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP"). Each SSU is the economic equivalent of one share of the Company's common stock. The SSUs do not have an expiration or exercise date or carry a conversion or exercise price. 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 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.

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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