

Kline Terry S
 Form 4
 January 04, 2011

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 *
 Kline Terry S

(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)
 12/31/2010

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 & CIO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock <u>(1)</u>	12/31/2010		M		1,386 <u>(2)</u>	A	\$ 0 <u>(3)</u> 1,536 D
Common Stock	12/31/2010		D		883	D	\$ 36.77 <u>(3)</u> 653 D
Common Stock	12/31/2010		F		503	D	\$ 36.77 <u>(3)</u> 150 D
Common Stock <u>(4)</u>	12/31/2010		A		14,958	A	\$ 0 <u>(4)</u> 15,108 D

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On December 31, 2009 the employee received a grant of 1,386 SSUs, of which 462 SSUs were scheduled to be payable on December 31, 2010. 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 GMSSP, each issued and outstanding SSU was automatically converted into three SSUs, so that the employee was credited with a total of 4,158 SSUs granted on December 31, 2009, of which 1,386 SSUs became payable on December 31, 2010.

- (3) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common stock. 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 the Company's common stock is listed, on the date of the transaction, which was \$36.77.
- (4) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 31, 2010. These shares were fully vested upon grant but are subject to restrictions on transfer until December 31, 2013.

- The SSUs reported in this item were awarded on December 31, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on December 31, 2011. Each SSU is fully vested and represents a right to receive one share of the Company's common stock on the applicable settlement date; provided, however, that if a settlement date occurs
- (5) prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, which occurred on November 17, 2010, the SSU will be settled by the delivery of cash (with certain exceptions) in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common stock as of the applicable anniversary date of the SSU's grant. The SSUs do not have an expiration or exercise date.

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.