

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Howell Melissa A</u> (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 <u>General Motors Co [GM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
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	
Common Stock	03/18/2013		D		7,491	D	\$28.02	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units ⁽¹⁾	(3)	02/10/2013		D			1,081	(3)	(3)	Common Stock	1,081	\$0 ⁽³⁾	1,801	D	
Restricted Stock Units ⁽⁴⁾	(3)	03/01/2013		A		9,219		(3)	(3)	Common Stock	9,219	\$0	9,219	D	
Restricted Stock Units ⁽²⁾	(3)	03/15/2013		D		11,157		(3)	(3)	Common Stock	11,157 ⁽²⁾	\$0 ⁽³⁾	0	D	
Salary Stock Units ⁽⁵⁾	(5)	03/31/2013		A		4,934		(5)	(5)	Common Stock	4,934	\$0 ⁽⁵⁾	4,934	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.

Remarks:

/s/ Anne T. Larin, attorney-in-fact for Ms. Howell 04/02/2013

** Signature of Reporting Person Date

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

* 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).

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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