

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>FERGUSON ROBERT E</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) 12/14/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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⁾	12/14/2012		A		9,701	A	\$0	35,351	D	
Common Stock	12/14/2012		F		3,099	D	\$24.76	32,252	D	
Common Stock ⁽²⁾	12/14/2012		A		19,063	A	\$0	51,315	D	
Common Stock	12/14/2012		F		3,686	D	\$24.76	47,629	D	
Common Stock ⁽³⁾	12/14/2012		A		26,858	A	\$0	74,487	D	
Common Stock	12/14/2012		F		11,267	D	\$24.76	63,220	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units ⁽⁴⁾	\$0 ⁽⁴⁾	12/14/2012		D		9,701	(4)	(4)	Common Stock	9,701	\$0 ⁽⁴⁾	0	D	
Restricted Stock Units ⁽⁴⁾	\$0 ⁽⁴⁾	12/14/2012		D		19,063	(4)	(4)	Common Stock	19,063	\$0 ⁽⁴⁾	0	D	

Explanation of Responses:

- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on February 10, 2011. These shares were fully vested upon grant but will be subject to restrictions on sale until February 10, 2014.
- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon the cancellation of the RSUs granted to the employee on March 15, 2012. These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2014, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2015.
- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012. These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2015, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2016.
- The RSUs reported in this item were cancelled upon the issuance of the Common Stock reported above. The RSUs did not have an expiration or exercise date or a conversion or exercise price.

/s/ Anne T. Larin, attorney-in-fact for Mr. Ferguson 12/17/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.