

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>Millikin Michael P</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 & GC |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2011 | |
| | 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 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⁾ | 03/31/2011 | | M | | 1,866 ⁽²⁾ | A | \$0 ⁽³⁾ | 2,166 | D | |
| Common Stock | 03/31/2011 | | D | | 1,267 | D | \$31.28 ⁽³⁾ | 899 | D | |
| Common Stock | 03/31/2011 | | F | | 599 | D | \$31.28 ⁽³⁾ | 300 | D | |
| Common Stock ⁽⁴⁾ | 03/31/2011 | | M | | 4,434 ⁽⁵⁾ | A | \$0 ⁽³⁾ | 4,734 | D | |
| Common Stock | 03/31/2011 | | D | | 3,012 | D | \$31.28 ⁽³⁾ | 1,722 | D | |
| Common Stock | 03/31/2011 | | F | | 1,422 | D | \$31.28 ⁽³⁾ | 300 | 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 | | | | |
| Salary Stock Units ⁽¹⁾ | \$0 ⁽³⁾ | 03/31/2011 | | M | | 1,866 ⁽²⁾ | | (1) | (1) | Common Stock | 1,866 ⁽²⁾ | (3) | 1,866 ⁽²⁾ | D | |
| Salary Stock Units ⁽⁴⁾ | \$0 ⁽³⁾ | 03/31/2011 | | M | | 4,434 ⁽⁵⁾ | | (1) | (1) | Common Stock | 4,434 ⁽²⁾ | (3) | 8,865 ⁽²⁾ | D | |
| Salary Stock Units ⁽⁶⁾ | \$0 ⁽³⁾ | 03/31/2011 | | A | | 16,425 | | (6) | (6) | Common Stock | 16,425 | \$0 ⁽⁶⁾ | 16,425 | D | |

Explanation of Responses:

- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") deemed to have been issued, nunc pro tunc, on March 31, 2009 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on March 31, 2011 in cash, less a portion withheld for taxes.
- On March 31, 2009 the employee received a grant of 1,866 SSUs, of which 622 SSUs were scheduled to be payable on March 31, 2011. 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 (the "Stock Split"). Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 5,598 SSUs granted on March 31, 2009, of which 1,866 SSUs became payable on March 31, 2011.
- 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 \$31.28.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs deemed to have been issued, nunc pro tunc, on March 31, 2010 pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on March 31, 2011 in cash, less a portion withheld for taxes.
- On March 31, 2010 the employee received a grant of 4,433 SSUs, of which 1,478 SSUs were scheduled to be payable on March 31, 2011. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 13,302 SSUs granted on March 31, 2010, of which 4,434 SSUs became payable on March 31, 2011.
- The SSUs reported in this item were awarded on March 31, 2011 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on March 31, 2012. 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 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.

/s/ Anne T. Larin, attorney-in-fact for Mr. Millikin

04/04/2011

** 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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