Ammann Daniel Form 4 February 14, 2011

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* **Ammann Daniel** 

(Middle)

(Zip)

(First)

300 RENAISSANCE CENTER, M/C: 482-C25-A36

(Street)

(State)

Filed(Month/Day/Year)

DETROIT, MI 48265-3000

2. Issuer Name and Ticker or Trading Symbol

General Motors Co [GM]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2011

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner

X\_ Officer (give title Other (specify below) below)

Vice President & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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

2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** De Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Sec any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	<b>S</b>
Restricted Stock Units (1)	\$ 0	02/10/2011		A		20,788		<u>(1)</u>	(1)	Common Stock	20,788	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Ammann Daniel** 

300 RENAISSANCE CENTER

M/C: 482-C25-A36 Vice President & Treasurer

DETROIT, MI 48265-3000

## **Signatures**

/s/ Anne T. Larin, attorney-in-fact for Mr.
Amman 02/14/2011

\*\*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).

Restricted Stock Units ("RSUs") were awarded on February 10, 2011, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). The RSUs will vest on the third anniversary of the award date provided the reporting person remains continuously employed through that date. RSU awards will be settled when they vest except that until all the Company's obligations under Treasury Regulation

(1) all CFR 30.1 (Q-1) (the "TARP Obligations") have been repaid, awards will be settled after vesting in increments of 25% for each 25% of the TARP Obligations that have been repaid. Each RSU represents a right to receive one share of the Company's common stock upon settlement

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.

Reporting Owners 2