EWANICK JOEL Form 4/A February 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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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).

See Instruction

| 1. Name and A EWANICK | Address of Repo | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------|-----------------|-----------------|---|--|--|--|--|
| | | | General Motors Co [GM] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 300 RENAI | SSANCE | | 09/30/2010 | X Officer (give title Other (specify | | | |
| CENTER, M/C: 482-C25-A36 | | | | below) below) | | | |
| , | | | | Vice President | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| | | | 02/14/2011 | _X_ Form filed by One Reporting Person | | | |
| DETROIT, MI 48265-3000 | | | | Form filed by More than One Reporting | | | |
| , , , | | | | Person | | | |
| (City) | (State) | (Zip) | Table I. Non Doningtine Committee A. | animal Discount of an Barrefinially Orange | | | |

| • | · · · | | Table 1 - Noll-De | erivative Securities Ac | quirea, Disposea o | n, or beneficial | ly Owned |
|------------|---------------------|------------|-------------------|-------------------------|--------------------|------------------|-------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature o |

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. 4. Securities | | 5. Amount of | 6. Ownership | 7. Nature of | | | |
|-----------------|---------------------|--------------------|----------------------------|-----------------|--------------|--------------|--------------|------------------|--------------|------------|
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | Securities | Form: Direct | Indirect | | | |
| (Instr. 3) | | any | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. | 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | | | | Reported | | |
| | | | | | | (A) | | Transaction(s) | | |
| | | | G 1 | • • | | or | ъ. | (Instr. 3 and 4) | | |
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 11/23/2010 | | P | | 800 | A | \$ 33 | 800 | D | |

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)

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| 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. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration E (Month/Day. | ate | 7. Title and Underlying (Instr. 3 and | Securities | 8. Price Deriva Securit (Instr. |
|---|---|---|---|--|---|---|--------------------|---------------------------------------|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Salary Stock Units (1) | \$ 0 (3) | 09/30/2010 | | A | 1,737 (4) | (2) | (2) | Common Stock | 1,737 (4) | \$ (|
| Salary Stock Units (1) | \$ 0 (3) | 12/31/2010 | | A | 2,550 | (2) | (2) | Common Stock | 2,550 | \$ (|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| | |

Director 10% Owner Officer Other

EWANICK JOEL

300 RENAISSANCE CENTER

Vice President M/C: 482-C25-A36

DETROIT, MI 48265-3000

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. 02/16/2011 **Ewanick**

> **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).

The Initial Statement of Beneficial Ownership on Form 3 filed by the reporting person on January 28, 2011, in connection with his appointment as an officer of the Company, reflects the holdings of shares held by him directly and indirectly at the time of the filing of the Form 3. Transactions giving rise to the filing of this Statement of Changes to Beneficial Ownership on Form 4 by the reporting person occurred on February 10, 2011. This transaction is being reported on this Form 4 solely for the purposes of reporting the transactions that

- occurred within six months of the first transaction by the reporting person giving rise to the filing of this report on Form 4, in compliance with Rule 16a-2(a) promulgated under The Securities Exchange Act of 1934, as amended.
- (2) Pursuant to the Company's Salary Stock Plan (the "GMSSP") each Salary Stock Unit is fully vested upon grant 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, the SSU will be settled by the delivery of cash in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common

Reporting Owners 2

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stock as of the applicable anniversary date of the SSU's grant. Each grant of SSUs will settle in three equal, annual installments beginning on the one-year anniversary of the date of the grant. The SSUs do not have an expiration or exercise date.

- (3) The SSUs do not have an expiration or exercise price.
 - 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 the September 30, 2010 grant of 1,737 SSUs has been converted into 5,211 SSUs.

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.