

General Motors Co
Form 4
April 22, 2011

FORM 4

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

OMB APPROVAL

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

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. Name and Address of Reporting Person *
Motors Liquidation Co GUC Trust

(Last) (First) (Middle)

C/O WILMINGTON TRUST
COMPANY, RODNEY SQUARE
NORTH, 1110 N. MARKET ST

(Street)

WILMINGTON, DE 19890-1615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
General Motors Co [GM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 04/21/2011 | | J ⁽¹⁾ | | 113,123,717 | D | \$ 0 |
| | | | | | 36,876,283 | I | |

Dispositive power pursuant to GUC Trust Agreement ⁽²⁾

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

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number.

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 Underlying Security (Instr. 3 and 4) | 8. Amount or Value of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Value of Underlying Security |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Warrants | \$ 10 | 04/21/2011 | | J ⁽¹⁾ | 102,839,782 | 07/10/2009 | 07/10/2016 | Common Stock | 10 |
| Warrants | \$ 18.33 | 04/21/2011 | | J ⁽¹⁾ | 102,839,782 | 07/10/2009 | 07/10/2019 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Motors Liquidation Co GUC Trust C/O WILMINGTON TRUST COMPANY RODNEY SQUARE NORTH, 1110 N. MARKET ST WILMINGTON, DE 19890-1615 | | X | | |
| WILMINGTON TRUST CORP 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0001 | | X | | |

Signatures

MOTORS LIQUIDATION COMPANY GUC TRUST, By: Wilmington Trust Company, not in its individual capacity, but solely in its capacity as Trust Administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/21/2011

**Signature of Reporting Person

Date

WILMINGTON TRUST COMPANY, not in its individual capacity but solely in its capacity as Trust Administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/21/2011

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).

(1) As reported in Amendment No. 1 to Schedule 13D filed with the SEC by the Motors Liquidation Company GUC Trust on April 22, 2011 (the "Amended Schedule 13D"), the Trust directed MLC to make an initial distribution of New GM Securities to holders of Allowed General Unsecured Claims on April 21, 2011, pursuant to the Plan and the GUC Trust Agreement. Definitions of the capitalized terms used in this footnote and details regarding the initial distribution can be found in the Amended Schedule 13D.

(2) Motors Liquidation Company GUC Trust and Wilmington Trust Company, not in its individual capacity but solely in its capacity as Trust administrator and trustee, may be deemed to beneficially own the securities reported on this Form 4 by virtue of the dispositive power they may exercise pursuant to the GUC Trust Agreement, dated as of March 30, 2011, among the Reporting Persons, Motors Liquidation Company, and the other parties thereto. The securities reported on this Form 4 are held by Motors Liquidation Company.

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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