

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Barra Mary T</u> _____ (Last) (First) (Middle) <u>300 RENAISSANCE CENTER</u> <u>M/C: 482-C25-A36</u> _____ (Street) <u>DETROIT MI 48265-3000</u> _____ (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) <u>Senior Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2010</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/31/2010</u>			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⁾	12/31/2010		M		19,473	A	\$0 ⁽¹⁾	20,273	D	
Common Stock	12/31/2010		D		8,225	D	\$36.77	12,048	D	
Common Stock ⁽²⁾	12/31/2010		M		18,131	A	\$0 ⁽²⁾	30,179	D	
Common Stock	12/31/2010		D		7,624	D	\$36.77	22,555	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					
Restricted Stock Units ⁽³⁾	\$0.0 ⁽³⁾	12/31/2010		D		19,473 ⁽⁴⁾		(3)	(3)	Common Stock	\$0 ⁽³⁾	0	D	

Explanation of Responses:

- The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan (the "GMLTP") on December 31, 2010 upon the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on March 15, 2010. These shares were fully vested upon grant but are subject to restrictions on sale until March 15, 2013.
- The Common Stock reported in this item was granted under the GMLTP on December 31, 2010. These shares were fully vested upon grant but are subject to restrictions on transfer until December 31, 2013.
- 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.
- The grant as originally made was for 6,491 RSUs. 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 GMLTP, each issued and outstanding RSU was automatically converted into three RSUs, so that the employee was credited with a total of 19,473 RSUs granted on March 15, 2010.

Remarks:

/s/ Anne T. Larin, attorney-in-fact for Ms. Barra 04/02/2013

** 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.