

OMB APPROVAL	
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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>UAW Retiree Medical Benefits Trust</u>			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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2010</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		
200 WALKER STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	DETROIT	MI	48207					
(City)	(State)	(Zip)						

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	11/23/2010		S		89,000,000 ⁽²⁾	D	\$32.7525	173,500,000 ⁽¹⁾	D ⁽³⁾	

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				
Call Option (obligation to sell)	\$32.7525	11/23/2010		S		13,350,000 ⁽²⁾		11/17/2010	12/17/2010	Common Stock	13,350,000	\$0	13,350,000	D	

Explanation of Responses:

- On November 1, 2010, the common stock of the Issuer (the "Common Stock") split 3-for-1, resulting in the Reporting Person's ownership of 175,000,000 additional shares of Common Stock. This stock split has also resulted in an adjustment to the Reporting Person's previously reported warrants, exchangeable for Common Stock of the Issuer. The warrants are now exchangeable for an additional 30,303,030 shares of Common Stock, with an adjusted exercise price of \$42.31. The stock split did not affect the Reporting Person's ownership of the Series A Preferred Stock of the Issuer.
- Transaction executed pursuant to the Underwriting Agreement, by and among the Issuer, the United States Department of the Treasury ("UST"), Canada Gen Investment Corporation, the Reporting Person, J.P. Morgan Securities LLC and Morgan Stanley & Co. Incorporated, acting on behalf of themselves and several underwriters, dated as of November 17, 2010.
- Pursuant to the Stockholders Agreement, by and among General Motors Company, UST, 7176384 Canada Inc., the Reporting Person and, solely for the purposes of Section 6.20 thereof, General Motors LLC, dated as of October 15, 2009, the Reporting Person has the right to designate one nominee to the Issuer's Board of Directors (which designation is subject to the consent of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and, if the designated nominee is not independent within the meaning of NYSE rules, to the consent of the UST, which consent of the UST may not be unreasonably withheld) so long as the Reporting Person holds 50% of the shares of Common Stock it held as of July 10, 2009. The Reporting Person hereby disclaims beneficial ownership of any securities owned by its director nominee.

Remarks:

Nell Hennessy is signing on behalf of the Reporting Person pursuant to the UAW Retiree Medical Benefits Trust Independent Fiduciary Agreement (Relating to General Motors Company) dated as of November 1, 2009, by and between the Reporting Person and Fiduciary Counselors Inc. The Reporting Person may be deemed to be a member of a "group" for purposes of Section 13 of the Securities Exchange Act of 1934, as amended. The Reporting Person disclaims beneficial ownership of any securities deemed to be owned by such group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that the Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by the Reporting Person.

/s/ Nell Hennessy, Chief
Executive Officer of Fiduciary
Counselors Inc., on behalf of the
Reporting Person

11/24/2010

** 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.