

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Motors Liquidation Co GUC Trust</u> (Last) (First) (Middle) <u>C/O WILMINGTON TRUST COMPANY</u> <u>RODNEY SQUARE NORTH, 1110 N. MARKET ST</u> (Street) <u>WILMINGTON DE 19890-1615</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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⁾

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				
Warrants	\$10	04/21/2011		J ⁽¹⁾		102,839,782		07/10/2009	07/10/2016	Common Stock	102,839,782	\$0	33,523,853	I	Dispositive power pursuant to GUC Trust Agreement ⁽²⁾
Warrants	\$18.33	04/21/2011		J ⁽¹⁾		102,839,782		07/10/2009	07/10/2019	Common Stock	102,839,782	\$0	33,523,853	I	Dispositive power pursuant to GUC Trust Agreement ⁽²⁾

1. Name and Address of Reporting Person* <u>Motors Liquidation Co GUC Trust</u> (Last) (First) (Middle) <u>C/O WILMINGTON TRUST COMPANY</u> <u>RODNEY SQUARE NORTH, 1110 N. MARKET ST</u> (Street) <u>WILMINGTON DE 19890-1615</u> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>WILMINGTON TRUST CORP</u> (Last) (First) (Middle) <u>1100 NORTH MARKET STREET</u> (Street) <u>WILMINGTON DE 19890-0001</u> (City) (State) (Zip)		

Explanation of Responses:

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.

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