Kline Terry S Form 4 January 04, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 Departing De

(Ctota)

(7:n)

OMB APPROVAL

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January 31, 2005

Estimated average burden hours per

response... 0.5

Kline Terry S			2. Issuer Name and Ticker or Trading Symbol	S. 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 RENAISSANCE			12/31/2010	_X_ Officer (give title Other (specify		
CENTER, M/C: 482-C25-A36		25-A36		below) below) Vice President & CIO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
DETROIT, M	/II 48265-3	000		Form filed by More than One Reporting Person		

(City)	(State)	(Zıp) Tabl	e I - Non-I	Derivative (Securi	ties Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	12/31/2010		M	1,386 (2)	A	\$ 0 (3)	1,536	D	
Common Stock	12/31/2010		D	883	D	\$ 36.77 (3)	653	D	
Common Stock	12/31/2010		F	503	D	\$ 36.77 (3)	150	D	
Common Stock (4)	12/31/2010		A	14,958	A	\$ 0 (4)	15,108	D	

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. NumborDerivation Securities Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)))		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	(3)	12/31/2010		M		1,386 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	1,386 (2)	
Salary Stock Units (5)	(3)	12/31/2010		A	4,785		<u>(5)</u>	(5)	Common Stock	4,785	

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
Kline Terry S 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President & CIO					

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. 01/04/2011

**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 Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) awarded on December 31, 2009 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on December 31, 2010 in cash, less a portion withheld for taxes.

(2)

Reporting Owners 2

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On December 31, 2009 the employee received a grant of 1,386 SSUs, of which 462 SSUs were scheduled to be payable on December 31, 2010. 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 SSUs was automatically converted into three SSUs, so that the employee was credited with a total of 4,158 SSUs granted on December 31, 2009, of which 1,386 SSUs became payable on December 31, 2010.

- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common stock. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which the Company's common stock is listed, on the date of the transaction, which was \$36.77.
- (4) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 31, 2010. These shares were fully vested upon grant but are subject to restrictions on transfer until December 31, 2013.
 - The SSUs reported in this item were awarded on December 31, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on December 31, 2011. Each SSU is fully vested 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
- (5) prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, which occurred on November 17, 2010, the SSU will be settled by the delivery of cash (with certain exceptions) in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common stock as of the applicable anniversary date of the SSU's grant. The SSUs do not have an expiration or exercise date.

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.