

Kline Terry S
Form 3
June 07, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kline Terry S | | (Month/Day/Year) | General Motors Co [NO SYMBOL] | |
| (Last) | (First) | (Middle) | 06/07/2010 | |
| 300 RENAISSANCE CENTER, M/C: 482-C25-A36 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DETROIT, MI 48265-3000 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President & CIO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| None | 0 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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have been granted, nunc pro tunc, on March 31, 2009, June 30, 2009, September 30, 2009 and December 31, 2009 in four grants of equal amounts, each of which will be settled in three equal annual installments, beginning on the first year anniversary of the deemed issuance date (for example, on March 31, 2010 for the first deemed grant). The SSUs do not have an expiration or exercise date.

- (3) Units are deemed to have been granted March 31, 2009 and will be settled in three equal annual installments beginning March 31, 2010.
The SSUs do not have a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common stock. Since there currently is no observable publicly traded price for the Company's common stock, the fair value of the Company's common stock is estimated pursuant to the GMSSP.
- (4) Units are deemed to have been granted June 30, 2009 and will be settled in three equal annual installments beginning June 30, 2010.
- (6) Units are deemed to have been granted September 30, 2009 and will be settled in three equal annual installments beginning September 30, 2010.
- (7) Units are deemed to have been granted December 31, 2009 and will be settled in three equal annual installments beginning December 31, 2010.
- (8) Units were granted March 31, 2010 and will be settled in three equal annual installments beginning March 31, 2011.

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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