

Stracke Karl-Friedrich  
Form 4  
January 04, 2012

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN 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 \*  
Stracke Karl-Friedrich

2. Issuer Name and Ticker or Trading Symbol  
General Motors Co [GM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
300 RENAISSANCE  
CENTER, M/C: 482-C25-A36  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/30/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

DETROIT, MI 48265-3000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock <sup>(1)</sup>     | 09/30/2011                           |                                                    | M                              | 2,388                                                             | A \$ 0 <sup>(2)</sup>                                                                         | 9,205                                                    | D                                 |
| Common Stock                    | 09/30/2011                           |                                                    | F                              | 956                                                               | D \$ 20.21 <sup>(2)</sup>                                                                     | 8,249                                                    | D                                 |
| Common Stock                    | 09/30/2011                           |                                                    | M                              | 7,882                                                             | A \$ 0 <sup>(2)</sup>                                                                         | 16,131                                                   | D                                 |
| Common Stock <sup>(3)</sup>     | 12/31/2011                           |                                                    | M                              | 1,168                                                             | A \$ 0 <sup>(2)</sup>                                                                         | 17,299                                                   | D                                 |
| Common Stock                    | 12/31/2011                           |                                                    | F                              | 491                                                               | D \$ 20.21                                                                                    | 16,808                                                   | D                                 |

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|                             |            |   |       |   |                     |        |   |
|-----------------------------|------------|---|-------|---|---------------------|--------|---|
| Common Stock <sup>(4)</sup> | 12/31/2011 | M | 7,917 | A | \$ 0 <sup>(2)</sup> | 24,725 | D |
| Common Stock                |            |   |       |   |                     | 0      | D |

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

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(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. 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 Underlying Securities (Instr. 3 and 4) | 8. Price or Derivative Security (Instr. 3) |                            |      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |      |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                                        | (D)                        |      |
| Salary Stock Units <sup>(1)</sup>          | \$ 0 <sup>(2)</sup>                                    | 09/30/2011                           |                                                    | D                              | 2,388                                                                                   | <sup>(2)</sup>                                           | <sup>(2)</sup>                                                | Common Stock                               | 2,388                      | \$ 0 |
| Salary Stock Units <sup>(3)</sup>          | \$ 0 <sup>(2)</sup>                                    | 12/31/2011                           |                                                    | D                              | 1,168                                                                                   | <sup>(2)</sup>                                           | <sup>(2)</sup>                                                | Common Stock                               | 1,168                      | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                | Director      | 10% Owner | Officer        | Other |
| Stracke Karl-Friedrich<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br>DETROIT, MI 48265-3000 |               |           | Vice President |       |

## Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr.  
Stracke

01/04/2012

\_\_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).

(1) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) issued on September 30, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on September 30, 2011 in shares of the Company's Common Stock, less a portion withheld for taxes. The employee became an executive officer on January 1, 2012, and this is the first Form 4 filed on his behalf.

(2) 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 Common Stock. Under the GMSSP, the Fair Market Value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported on the New York Stock Exchange, on which the Common Stock is listed, on the date of the transaction, which was \$20.30 on September 30, 2011 and \$20.21 on December 31, 2011.

(3) The SSUs reported in this item were granted on September 30, 2011 pursuant to the GMSSP and were fully vested upon grant. The SSUs will be delivered in the form of shares of Common Stock in three equal, annual installments beginning on September 30, 2012.

(4) The SSUs reported in this item were granted on December 31, 2011 pursuant to the GMSSP and were fully vested upon grant. The SSUs will be delivered in the form of shares of Common Stock in three equal, annual installments beginning on December 31, 2012.

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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