

FERGUSON ROBERT E  
Form 4  
December 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
FERGUSON ROBERT E

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

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <u>(1)</u>	12/14/2012		A		9,701 A \$ 0	35,351	D
Common Stock	12/14/2012		F		3,099 D \$ 24.76	32,252	D
Common Stock <u>(2)</u>	12/14/2012		A		19,063 A \$ 0	51,315	D
Common Stock	12/14/2012		F		3,686 D \$ 24.76	47,629	D
Common Stock <u>(3)</u>	12/14/2012		A		26,858 A \$ 0	74,487	D



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(1) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on February 10, 2011. These shares were fully vested upon grant but will be subject to restrictions on sale until February 10, 2014.

(2) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012 upon the cancellation of the RSUs granted to the employee on March 15, 2012. These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2014, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2015.

(3) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 14, 2012. These shares were fully vested upon grant but two-thirds of the shares are subject to restrictions on sale until March 15, 2015, and the remaining one-third of the shares are subject to restrictions on sale until March 15, 2016.

(4) The RSUs reported in this item were cancelled upon the issuance of the Common Stock reported above. The RSUs did not have an expiration or exercise date or a conversion or exercise price.

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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