#### STEPHENS THOMAS G

Form 4 October 04, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STEPHENS THOMAS G Issuer Symbol General Motors Co [GM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 300 RENAISSANCE 09/30/2011 below) CENTER, M/C: 482-C25-A36 Vice Chairman (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 Form filed by More than One Reporting DETROIT, MI 48265-3000 Person (City) (State) (Zip) rivative Securities Acquired Disposed of or Reneficially O

(City)	(State)	Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	09/30/2011		Code V	Amount 4,380 (2)	(A) or (D)	Price \$ 0 (3)	Transaction(s) (Instr. 3 and 4) 63,446	D	
Common Stock	09/30/2011		F	2,233	D	\$ 20.3 (3)	61,213	D	
Common Stock (4)	09/30/2011		M	15,627 (5)	A	\$ 0 (3)	76,840	D	
Common Stock	09/30/2011		F	7,965	D	\$ 20.3 (3)	68,875	D	
	09/30/2011		M	66,503	A		135,378	D	

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Common \$0 Stock (6) (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Number of orDerivative 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	\$ 0 (3)	09/30/2011		M	4,380 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,380 (2)	Ω
Salary Stock Units (4)	\$ 0 (3)	09/30/2011		M	15,627 (5)	<u>(1)</u>	(1)	Common Stock	15,627 (2)	Ω

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

STEPHENS THOMAS G

300 RENAISSANCE CENTER M/C: 482-C25-A36

Vice Chairman

DETROIT, MI 48265-3000

## **Signatures**

/s/ Anne T. Larin, attorney-in-fact for Mr. 10/04/2011 Stephens

> \*\*Signature of Reporting Person Date

## **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

#### Edgar Filing: STEPHENS THOMAS G - Form 4

- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) deemed to have been issued, nunc pro tunc, on September 30, 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 September 30, 2011 in shares of Common Stock, less a portion withheld for taxes.
- On September 30, 2009 the employee is deemed to have received a grant of 4,380 SSUs, of which 1,460 SSUs were scheduled to be payable on September 30, 2011. 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 (the "Stock Split").

  Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 13,140 SSUs granted on September 30, 2009, of which 4,380 SSUs became payable on September 30, 2011.
- 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 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.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs issued on September 30, 2010 (4) pursuant to the GMSSP and vested upon grant. The portion of this award currently payable was settled on September 30, 2011 in shares of Common Stock, less a portion withheld for taxes.
- On September 30, 2010 the employee received a grant of 15,625 SSUs, of which 5,209 SSUs were scheduled to be payable on September 30, 2011. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted upon the effectiveness of the Stock Split into three SSUs, so that the employee was credited with a total of 46,875 SSUs granted on September 30, 2010, of which 15,627 SSUs became payable on September 30, 2011.
- (6) 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.

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.