

Stracke Karl-Friedrich  
Form 3  
January 04, 2012

**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      |  |
| Stracke Karl-Friedrich                    |         | (Month/Day/Year)                     | General Motors Co [GM]                           |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/01/2012                           |  |  |
| 300 RENAISSANCE CENTER, M/C: 482-C25-A36  |         |                                      | (Check all applicable)                           |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
| DETROIT, MI 48265-3000                    |         |                                      | (give title below)                               | (specify below)  |
| (City)                                    | (State) | (Zip)                                | Vice President                                   |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <sup>(1)</sup>        | 24,725   | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|   | Date Exercisable | Expiration Date |              | Amount or Number of Shares |      | or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|--------------|----------------------------|------|----------------------------|---|
| Salary Stock Units <u>(2)</u> <u>(3)</u>      | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock | 4,770                      | \$ 0 | D                          | Â |
| Salary Stock Units <u>(3)</u> <u>(5)</u>      | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock | 4,770                      | \$ 0 | D                          | Â |
| Salary Stock Units <u>(3)</u> <u>(6)</u>      | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock | 4,770                      | \$ 0 | D                          | Â |
| Salary Stock Units <u>(3)</u> <u>(7)</u>      | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock | 2,334                      | \$ 0 | D                          | Â |
| Salary Stock Units <u>(3)</u> <u>(8)</u>      | Â <u>(4)</u>     | Â <u>(4)</u>    | Common Stock | 5,116                      | \$ 0 | D                          | Â |
| Restricted Stock Units <u>(9)</u> <u>(10)</u> | Â <u>(10)</u>    | Â <u>(10)</u>   | Common Stock | 28,203                     | \$ 0 | D                          | Â |
| Restricted Stock Units <u>(11)</u>            | Â <u>(10)</u>    | Â <u>(10)</u>   | Common Stock | 12,889                     | \$ 0 | D                          | Â |

## 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 | Â             | Â         | Â Vice President | Â     |

## 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 5(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 includes 21,071 Salary Stock Units ("SSUs") granted pursuant to the Company's Salary Stock Plan (the "GMSSP") between June 30, 2011 and December 31, 2011. Each SSU is the economic equivalent of one share of Common Stock. The SSUs were fully vested upon grant and will be delivered in the form of Common Stock in three equal, annual installments beginning a year after the date of the grant.
- (2) The SSUs reported in this item were granted on March 31, 2010.
- (3) At the time the SSUs were granted, it was possible under the terms of the GMSSP that the SSUs would be settled by the delivery of cash in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Common Stock as of the applicable anniversary of the SSU's grant.
- (4) The SSUs were fully vested upon grant. The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- (5) The SSUs reported in this item were granted on June 30, 2010.

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- (6) The SSUs reported in this item were granted on September 30, 2010.
- (7) The SSUs reported in this item were granted on December 31, 2010.
- (8) The SSUs reported in this item were granted on March 31, 2011.
- (9) The Restricted Stock Units ("RSUs") reported in this item were awarded on March 15, 2010 pursuant to the General Motors Company 2009 Long-Term Incentive Plan (the "GMLTIP").

Each RSU represents a right to receive one share of the Common Stock upon settlement. Under the GMLTIP, the RSUs will vest on the third anniversary of the award date provided the employee remains continuously employed through that date. RSU awards will be settled

- (10) when they vest except that until all GM's obligations under Treasury Regulation 31 CFR 30.1 (Q-1) (the "TARP Obligations") have been repaid, awards will be settled after vesting in increments of 25% for each 25% of the TARP Obligations that have been repaid. The RSUs do not have an expiration date or carry a conversion or exercise price.

- (11) The RSUs reported in this item were awarded on February 10, 2011 pursuant to the GMLTIP.

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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