

BRINKLEY CYNTHIA J
Form 4
December 19, 2011

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 *
BRINKLEY CYNTHIA J

(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)
12/15/2011

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	12/15/2011		A		16,145 A \$ 0	29,446	D
Common Stock	12/15/2011		F		5,175 D \$ 19.86	24,271	D
Common Stock ⁽²⁾	12/15/2011		A		25,177 A \$ 0	49,448	D
Common Stock	12/15/2011		F		8,070 D \$ 19.86	41,378	D

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

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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. Amount or Number of Shares
Restricted Stock Units ⁽³⁾	\$ 0 ⁽³⁾	12/15/2011		D	16,145	⁽³⁾ ⁽³⁾	Common Stock	16,145

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRINKLEY CYNTHIA J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President	

Signatures

/s/ Anne T. Larin, attorney-in-fact for Ms. Brinkley
 12/19/2011
 **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 granted under the Company's 2009 Long-Term Incentive Plan on December 15, 2011 upon the cancellation of the Restricted Stock Units ("RSUs") granted to the employee on July 5, 2011. These shares were fully vested upon grant but are subject to restrictions on sale until July 5, 2014.
- (2) The Common Stock reported in this item was granted under the Company's 2009 Long-Term Incentive Plan on December 15, 2011. 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) RSUs 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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