

General Motors Co
Form 3
June 07, 2010

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 | |
| Â UAW Retiree Medical Benefits Trust | | | (Month/Day/Year) | General Motors Co [NONE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 WALKER STREET | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| DETROIT,Â MIÂ 48207 | | | | | |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 87,500,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D <u>(4)</u> | Â |
| Series A Preferred Stock, par value \$0.01 per share | 260,000,000 <u>(1)</u> <u>(2)</u> | D | Â |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> | 07/10/2009 | 12/31/2015 | Common Stock | 15,151,515 | \$ 126.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UAW Retiree Medical Benefits Trust 200 WALKER STREET DETROIT, MI 48207 | Â X | Â X | Â | Â |

Signatures

Mary Beth Kuderik, Chief Financial Officer
Date: 06/07/2010

__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 UAW Retiree Medical Benefits Trust, organized as an Internal Revenue Code 501(c)(9) Voluntary Employees' Beneficiary Association (the "UAW RMBT"), directly holds (i) 87,500,000 shares of Issuer Common Stock, (ii) 15,151,515 warrants each exercisable for one share of Issuer Common Stock (the "Issuer Warrants") and (iii) 260,000,000 shares of Issuer Series A Fixed Rate Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock" and, together with the Issuer Common Stock and the Issuer Warrants, the "Issuer Interests").

(2) General Motors Company, later renamed General Motors LLC ("Prior GM"), which on July 10, 2009 acquired substantially all of the assets and assumed certain liabilities of General Motors Corporation (the "363 Sale"), issued the Issuer Interests to the UAW RMBT on July 10, 2009, in accordance with the UAW Retiree Settlement Agreement (the "Settlement Agreement"), dated July 10, 2009, between Prior GM and the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW"). On October 15, 2009, following a holding company restructuring described in detail on the Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 23, 2009, interests in Prior GM were exchanged on a one-for-one basis for interests in the Issuer, which was then named General Motors Holding Company and was later renamed General Motors Company.

(3) The Issuer Common Stock and the Issuer Warrants are subject to certain transfer restrictions set forth in the Stockholders Agreement dated as of October 15, 2009 (the "Stockholders Agreement"), by and among General Motors Company, United States Department of the Treasury ("UST"), 7176384 Canada Inc., UAW RMBT and, solely for the purposes of Section 6.20 thereof, General Motors LLC.

(4) Pursuant to the Stockholders Agreement, UAW RMBT has the right to designate one nominee to the Issuer Board of Directors (which designation is subject to the consent of the UAW and, if the designated nominee is not independent within the meaning of NYSE rules, to the consent of the UST, which consent of the UST may not be unreasonably withheld) so long as it holds 50% of the shares of Issuer Common Stock it held as of the closing of the 363 Sale. UAW RMBT hereby disclaims beneficial ownership of any securities owned by its director nominee.

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Remarks:

UAW RMBT may be deemed to a member of a "group" for purposes of Section 13 of the

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.