

WHITACRE EDWARD E JR  
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                                     |  |
| ^ WHITACRE EDWARD E JR                     |         | (Month/Day/Year)                     | General Motors Co [NO SYMBOL]   |  |
| (Last)                                     | (First) | (Middle)                             | 06/07/2010  |  |
| 300 RENAISSANCE CENTER, ^ M/C: 482-C25-A36 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                   |         |                                      | (Check all applicable)  |  |
| DETROIT, ^ MI ^ 48265-3000                 |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                     | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|  |         |                                      | Chairman & CEO  |  |

**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) |
|---------------------------------|---|--|---|
| None                            | 0   | D  | ^   |

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

SEC 1473 (7-02)

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

**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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

|                                   | Date Exercisable | Expiration Date  | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------------|------------------|------------------|----------------------------|----------------------------|
| Salary Stock Units <sup>(1)</sup> | Â <sup>(2)</sup> | Â <sup>(2)</sup> | Common Stock 24,547        | \$ <sup>(3)</sup> D Â      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| WHITACRE EDWARD E JR<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br>DETROIT, MI 48265-3000 | Â X           | Â         | Â Chairman & CEO | Â     |

## Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. Whitacre 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).
- Under the General Motors Company Salary Stock Plan (the "GMSSP") each Salary Stock Unit ("SSU") is fully vested upon grant and represents a right to receive one share of the Company's common stock on the applicable settlement date; provided, however, that if a settlement date occurs prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, the SSU will be settled by the delivery of cash in an amount equal to the Fair Market Value (as defined in the GMSSP) of
- (1) the Company's common stock as of the applicable anniversary of the SSU's grant. The GMSSP provides that grants are settled in three equal annual installments beginning on the one year anniversary of the date of the grant. All of the SSUs granted in 2009 are deemed to have been granted, nunc pro tunc, on March 31, 2009, June 30, 2009, September 30, 2009 and December 31, 2009 in four grants of equal amounts, each of which will be settled in three equal annual installments, beginning on the first year anniversary of the deemed issuance date (for example, on March 31, 2010 for the first deemed grant). The SSUs do not have an expiration or exercise date.
  - (2) Units were granted March 31, 2010 and will be settled in three equal annual installments beginning March 31, 2011.
- The SSUs do not have a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common
- (3) stock. Since there currently is no observable publicly traded price for the Company's common stock, the fair value of the Company's common stock is estimated pursuant to the GMSSP.

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.