

Howell Melissa A
 Form 3
 March 21, 2013

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 Howell Melissa A | | (Month/Day/Year) | General Motors Co [GM] | |
| (Last) | (First) | (Middle) | 03/19/2013 | |
| 300 RENAISSANCE CENTER,Â 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,Â MIÂ 48265-3000 | | | <input 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 |
| | | | Vice President | |

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 | 7,491 | 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 (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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|---------------------|--------------|----------------------------|---------------|----------------------------|----------|
| Restricted Stock Units <u>(1)</u> <u>(2)</u> <u>Â</u> <u>(1)</u> | | <u>Â</u> <u>(1)</u> | Common Stock | 1,081 | \$ <u>(1)</u> | D | <u>Â</u> |
| Restricted Stock Units <u>(1)</u> <u>(3)</u> <u>Â</u> <u>(1)</u> | | <u>Â</u> <u>(1)</u> | Common Stock | 8,159 | \$ <u>(1)</u> | D | <u>Â</u> |
| Restricted Stock Units <u>(1)</u> <u>(4)</u> <u>Â</u> <u>(1)</u> | | <u>Â</u> <u>(1)</u> | Common Stock | 9,219 | \$ <u>(1)</u> | D | <u>Â</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|----------|
| | Director | 10% Owner | Officer | Other |
| Howell Melissa A 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | <u>Â</u> | <u>Â</u> | <u>Â</u> Vice President | <u>Â</u> |

Signatures

/s/ Anne T. Larin, attorney-in-fact for Ms. Howell

03/21/2013

 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).

Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "GMLTIP").

- (1) Each RSU represents a right to receive one share of the Common Stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the GMLTIP have been satisfied.
- (2) The RSUs reported in this item were awarded on February 10, 2011 pursuant to the GMLTIP and will vest on February 10, 2014, provided that the reporting person remains continuously employed through the vesting date.
- (3) The RSUs reported in this item were awarded on March 15, 2012 pursuant to the GMLTIP. Two-thirds of the RSUs will vest on March 15, 2014, and the remaining one-third will vest on March 15, 2015, provided that the reporting person remains continuously employed through the vesting date.
- (4) The RSUs reported in this item were awarded on March 1, 2013 pursuant to the GMLTIP. One-third of the RSUs will vest each year for three years, beginning on March 1, 2014, provided that the reporting person remains continuously employed through the vesting date.

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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