

General Motors Co
Form 4
April 29, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Motors Liquidation Co

(Last) (First) (Middle)

401 S. OLD WOODWARD, SUITE 370

(Street)

BIRMINGHAM, MI 48009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
General Motors Co [GM]

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X_ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, par value \$0.01 per share	04/21/2011		J ⁽¹⁾	113,123,717 D \$ 0	36,876,283 D	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Warrants	\$ 10	04/21/2011		J ⁽²⁾	102,839,782	07/10/2009	07/10/2016	Common Stock, par value \$0.01 per share	10
Warrants	\$ 18.33	04/21/2011		J ⁽³⁾	102,839,782	07/10/2009	07/10/2019	Common Stock, par value \$0.01 per share	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motors Liquidation Co 401 S. OLD WOODWARD, SUITE 370 BIRMINGHAM, MI 48009		X		

Signatures

/s/ James Selzer 04/29/2011

**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).

The Reporting Person made certain distributions of the General Motors Company Common Stock it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.

The Reporting Person made certain distributions of the General Motors Company Warrants it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.

The Reporting Person made certain distributions of the General Motors Company Warrants it held in accordance with the Reporting Person's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York as previously reported on Form 8-K with the Securities and Exchange Commission on April 4, 2011.

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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