

General Motors Co
Form 3
April 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
 ^ Motors Liquidation Co GUC
 Trust
 (Last) (First) (Middle)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)
 03/31/2011

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

4. Relationship of Reporting
 Person(s) to Issuer

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

C/O WILMINGTON TRUST
 COMPANY, ^ RODNEY SQUARE
 NORTH, 1110 N. MARKET ST
 (Street)

(Check all applicable)

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

6. Individual or Joint/Group
 Filing(Check Applicable Line)
 ___ Form filed by One Reporting
 Person
 ___X___ Form filed by More than One
 Reporting Person

WILMINGTON, ^ DE ^ 19890-1615
 (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

150,000,000

I

Dispositive power pursuant to
 GUC Trust Agreement ⁽¹⁾

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

4. Conversion
 or Exercise

5. Ownership
 Form of

6. Nature of Indirect
 Beneficial
 Ownership

Edgar Filing: General Motors Co - Form 3

	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	07/10/2009	07/10/2016	Common Stock	136,363,635	\$ 10	I	Dispositive power pursuant to GUC Trust Agreement ⁽¹⁾
Warrants	07/10/2009	07/10/2016	Common Stock	136,363,635	\$ 18.33	I	Dispositive power pursuant to GUC Trust Agreement ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motors Liquidation Co GUC Trust C/O WILMINGTON TRUST COMPANY RODNEY SQUARE NORTH, 1110 N. MARKET ST WILMINGTON, DE 19890-1615	Â	Â X	Â	Â
WILMINGTON TRUST CORP 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0001	Â	Â X	Â	Â

Signatures

MOTORS LIQUIDATION COMPANY GUC TRUST, By: Wilmington Trust Company, not in its individual capacity, but solely in its capacity as Trust administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/11/2011

__Signature of Reporting Person Date

WILMINGTON TRUST COMPANY, not in its individual capacity but solely in its capacity as Trust administrator and trustee of the Motors Liquidation Company GUC Trust, By: David A. Vanaskey, Jr., Vice President 04/11/2011

__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) Motors Liquidation Company GUC Trust and Wilmington Trust Company, not in its individual capacity but solely in its capacity as Trust administrator and trustee, may be deemed to beneficially own the securities reported on this Form 3 by virtue of the dispositive power they may exercise pursuant to the GUC Trust Agreement, dated as of March 30, 2011, among the Reporting Persons, Motors Liquidation Company, and the other parties thereto. The securities reported on this Form 3 are held by Motors Liquidation Company.

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.