

Edgar Filing: General Motors Co - Form 144

General Motors Co  
Form 144  
May 24, 2011

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

OMB  
APPROVAL  
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FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

| 1 (a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO.     | (c) S.E.C. FILE NO | WORK LOCATION |            |                  |
|---|------------------------|--------------------|---------------|------------|------------------|
| General Motors Co                           | 27-0756180             | 001-34960          |               |            |                  |
| 1 (d) ADDRESS OF ISSUER                     | STREET                 | CITY               | STATE         | ZIP CODE   | (e) TELEPHONE NO |
|   | 300 Renaissance Center | Detroit            | MI            | 48265-3000 | 313-656-5000     |

| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER           | (c) ADDRESS STREET             | CITY       | STATE | ZIP CODE |
|--|--------------------------------------|--------------------------------|------------|-------|----------|
| Motors Liquidation Co  | 10% stockholder as of March 31, 2011 | 401 S. Old Woodward, Suite 370 | Birmingham | MI    | 48009    |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a)        | (b) | SEC USE ONLY | (c)              | (d)       | (e)              | (f)         | (g)          |
|--------------|-----|--------------|------------------|-----------|------------------|-------------|--------------|
| Title of the |     |              | Number of Shares | Aggregate | Number of Shares | Approximate | Name of Each |

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| Class of Securities To Be Sold              | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | or Other Units To Be Sold | Market Value                   | or Other Units Outstanding                        | Date of Sale (See instr. 3(f)) | Securities Exchange (See instr. 3(g)) |
|---|--|---------------------------|---------------------------|--------------------------------|---|--------------------------------|---------------------------------------|
| Common Stock                                | Wilmington Trust Company   |                           | 87,182 shares             | \$2,718,334.76 (as of 5/20/11) | 1,560,786,154 shares of Common Stock as of 5/2/11 | Beginning 5/24/11              | NYSE                                  |
| Warrants to acquire Common Stock <u>(1)</u> | Wilmington Trust Company   |                           | 79,256 Warrants           | \$1,757,105.52 (as of 5/20/11) | 136,363,635 \$10 Warrants as of 3/15/11           | Beginning 5/24/11              | NYSE                                  |
| Warrants to acquire Common Stock <u>(2)</u> | Wilmington Trust Company   |                           | 79,256 Warrants           | \$1,283,154.64 (as of 5/20/11) | 136,363,635 \$18.33 Warrants as of 3/15/11        | Beginning 5/24/11              | NYSE                                  |

INSTRUCTIONS:

1.
  - (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2.
  - (a) Name of person for whose account the securities are to be sold
  - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c)
3.
  - (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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Such person's address,  
including zip code

Potential persons who are to respond to the collection of information contained in this form are SEC 1147  
not required to respond unless the form displays a currently valid OMB control number. (08-07)

## TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class                          | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired                     | Date of Payment | Nature of Payment       |
|---|-------------------|-----------------------------------|--|---|-----------------|-------------------------|
| Common Stock                                | 7/10/09           | See Footnote <u>(4)</u>           | Issuer   | 150,000,000 shares <u>(3)</u>                     | 7/10/09         | See Footnote <u>(7)</u> |
| Warrants to acquire Common Stock <u>(1)</u> | 7/10/09           | See Footnote <u>(5)</u>           | Issuer   | Warrants to acquire 136,363,635 shares <u>(3)</u> | 7/10/09         | See Footnote <u>(7)</u> |
| Warrants to acquire Common Stock <u>(2)</u> | 7/10/09           | See Footnote <u>(6)</u>           | Issuer   | Warrants to acquire 136,363,635 shares <u>(3)</u> | 7/10/09         | See Footnote <u>(7)</u> |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

## TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

**EXPLANATION OF RESPONSES:**

1. Warrants to acquire Common Stock with an exercise price set of \$10.00 per share (“\$10 Warrants”).
2. Warrants to acquire Common Stock with an exercise price set of \$18.33 per share (“\$18.33 Warrants”).
3. The number of shares of Common Stock, the number of shares issuable upon exercise of the warrants to acquire Common Stock, and the exercise price of the warrants were adjusted to account for a three-for-one stock split of the Common Stock effected in connection with the initial public offering of the Common Stock in November 2010.
4. Motors Liquidation Company ("MLC") acquired the shares of Common Stock as partial consideration for the sale of substantially all of its assets to General Motors Company.
5. MLC acquired the \$10 Warrants as partial consideration for the sale of substantially all of its assets to General Motors Company.

EXPLANATION OF RESPONSES:

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6. MLC acquired the \$18.33 Warrants as partial consideration for the sale of substantially all of its assets to General Motors Company.
7. As partial consideration for the sale of substantially all of the assets of Motors Liquidation Company to General Motors Company.

**REMARKS:**

Motors Liquidation Company has not sold any shares of General Motors Company common stock or warrants that are exercisable for shares of General Motors Common stock during the past 3 months. However, Motors Liquidation Company distributed 113,123,717 shares of General Motors Company common stock, 136,363,635 \$10 Warrants and 136,363,635 \$18.33 Warrants on or about April 21, 2011 pursuant to Motors Liquidation Company's Second Amended Joint Chapter 11 Plan, which was confirmed by the United States Bankruptcy Court for the Southern District of New York on April 4, 2011.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

May 23, 2011  
DATE OF NOTICE

/s/ James Selzer  
(SIGNATURE)

May 24, 2011  
DATE OF PLAN ADOPTION OR  
GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)

**REMARKS:**