

General Motors Co
Form 4
August 14, 2013

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 *
UAW Retiree Medical Benefits Trust

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WALKER STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2013

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

DETROIT, MI 48207

(City) (State) (Zip)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			Code	(D)		Date Exercisable	Expiration Date	Title	Amount
				V	(A)				
Warrants	\$ 42.31	08/12/2013	J ⁽²⁾		45,454,545 ⁽³⁾	07/10/2009	12/31/2015	Common Stock	45,454,545

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

UAW Retiree Medical Benefits Trust
200 WALKER STREET
DETROIT, MI 48207

Signatures

/s/ Alain Lebec, Senior Managing Director of Brock Fiduciary Services LLC, on behalf of the Reporting Person

08/14/2013

__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).

Pursuant to the Stockholders Agreement, by and among General Motors Company, UST, 7176384 Canada Inc., the Reporting Person and, solely for the purposes of Section 6.20 thereof, General Motors LLC, dated as of October 15, 2009, the Reporting Person has the right to designate one nominee to the Issuer's Board of Directors (which designation is subject to the consent of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and, if the designated nominee is not independent within the meaning of NYSE rules, to the consent of the UST, such consent not to be unreasonably withheld) so long as the Reporting Person holds 50% of the shares of Common Stock it held as of July 10, 2009. The Reporting Person hereby disclaims beneficial ownership of any securities owned by its director nominee.

(2) On August 6, 2013 an auction was held in which the Reporting Person sold all of its 45,454,545 Warrants. The Warrants have been listed for trading on The New York Stock Exchange under the symbol "GM WS C."

(3) On November 1, 2010, the common stock of the Issuer split 3-for-1, resulting in an adjustment to the Reporting Person's previously reported warrants. As a result of the stock split, on November 1, 2010, the Reporting Person received an additional 30,303,030 warrants exchangeable for 30,303,030 additional shares of Common Stock, with an adjusted exercise price of \$42.31.

Remarks:

Alain Lebec is signing on behalf of the Reporting Person pursuant to the UAW Retiree Medical Benefits Trust Independent F

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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