

General Motors Co
Form 3
June 07, 2010

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 | |
| Canada GEN Investment Corp | | | (Month/Day/Year) | | General Motors Co [NONE] | |
| (Last) | (First) | (Middle) | 06/07/2010 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 1235 BAY STREET, SUITE 400 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| TORONTO, A6 M5R 3K4 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | | <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | |

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, par value \$0.01 per share | 58,368,644 | D <u>(1)</u> <u>(2)</u> | ^ |
| Series A Preferred Stock, par value \$0.01 per share | 16,101,695 | D <u>(1)</u> | ^ |

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 (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Canada GEN Investment Corp 1235 BAY STREET, SUITE 400 TORONTO, A6 M5R 3K4 | | X | | |
| Canada Development Investment Corp 1235 BAY STREET, SUITE 400 TORONTO, A6 M5R 3K4 | | X | | |

Signatures

/s/ Michael Carter
06/04/2010
**Signature of Reporting Person Date

/s/ Michael Carter
06/04/2010
**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) These securities are owned directly by Canada GEN Investment Corporation, which is a wholly-owned subsidiary of Canada Development Investment Corporation. Canada Development Investment Corporation is an indirect beneficial owner of the reported securities. Canada Development Investment Corporation is a Canadian federal Crown corporation, meaning that it is a business corporation established under the Canada Business Corporations Act, owned by the federal Government of Canada.
- (2) The Common Stock is subject to certain transfer restrictions set forth in the Stockholders Agreement dated as of October 15, 2009, by and among General Motors Company, 7176384 Canada Inc. (since renamed Canada GEN Investment Corporation) and the other parties thereto, included as Exhibit 10.8 to the Current Report on Form 8-K of General Motors Company filed with the Securities and Exchange Commission on November 16, 2009.

Remarks:
The reporting persons may be deemed to be a "group" for purposes of the Securities Act, as amended. The reporting persons disclaim beneficial ownership of any securities deemed to be owned directly by such reporting persons. This report shall not be deemed an admission that a member of a group or the beneficial owner of any securities not directly owned by the reporting persons.

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.