Reuss Mark L Form 4 January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

N OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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(b).

31	, , , , , , , , , , , , , , , , , , ,								
1. Name and Address of Reporting Person ** Reuss Mark L			mbol	Name and Motors (Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	Middle) 3.]	Date of	Earliest Tr	ansaction	(Chee	ж ин иррнеиоте	,	
300 RENAL CENTER, I	ISSANCE M/C: 482-C25-A3	12	Month/Da 2/31/20	ay/Year) 010		DirectorX Officer (give below)		Owner er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
Filed() DETROIT, MI 48265-3000			led(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed 3. 4. Securities Acqui ay/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	, ,	
Common Stock (1)	12/31/2010		M	2,967 (2)	A	\$ 0 (3)	3,167	D	
Common Stock	12/31/2010		D	1,894	D	\$ 36.77 (3)	1,273	D	
Common Stock	12/31/2010		F	1,073	D	\$ 36.77 (3)	200	D	
Common Stock							0	D	

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3	ve es d (A) or d of (D)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and 2 Underlying S (Instr. 3 and	Securities	8 E S (1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	(3)	12/31/2010		M		2,967 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	2,967 (2)	
Salary Stock Units (4)	(3)	12/31/2010		A	7,277		<u>(4)</u>	<u>(4)</u>	Common Stock	7,277	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Reuss Mark L

300 RENAISSANCE CENTER

M/C: 482-C25-A36 Vice President

DETROIT, MI 48265-3000

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr.
Reuss 01/04/2011

**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 Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) awarded on December 31, 2009 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on December 31, 2010 in cash less a portion withheld for taxes.

currently payable was settled on December 31, 2010 in cash, less a portion withheld for taxes.

D .: 0

(2)

Reporting Owners 2

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On December 31, 2009 the employee received a grant of 2,967 SSUs, of which 989 SSUs were scheduled to be payable on December 31, 2010. On November 1, 2010 the Company amended its certificate of incorporation to effect a stock split in which each issued and outstanding share of Common Stock was converted into three shares of Common Stock. Pursuant to the terms of the GMSSP, each issued and outstanding SSUs was automatically converted into three SSUs, so that the employee was credited with a total of 8,901 SSUs granted on December 31, 2009, of which 2,967 SSUs became payable on December 31, 2010.

- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price. Each SSU is the economic equivalent of one share of the Company's common stock. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which the Company's common stock is listed, on the date of the transaction, which was \$36.77.
 - The SSUs reported in this item were awarded on December 31, 2010 pursuant to the Company's Salary Stock Plan (the "GMSSP"), and will be settled in three equal, annual installments beginning on December 31, 2011. Each SSU is fully vested and represents a right to receive one share of the Company's common stock on the applicable settlement date; provided, however, that if a settlement date occurs
- (4) prior to the date that is six months following a consummation of an initial public offering of the Company's common stock, which occurred on November 17, 2010, the SSU will be settled by the delivery of cash (with certain exceptions) in an amount equal to the Fair Market Value (as defined in the GMSSP) of the Company's common stock as of the applicable anniversary date of the SSU's grant. The SSUs do not have an expiration or exercise date.

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.