

General Motors Co
Form 4
February 16, 2016

FORM 4

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

OMB APPROVAL

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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 *
Reuss Mark L

(Last) (First) (Middle)
300 RENAISSANCE
CENTER, M/C: 482-C25-A36

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	02/11/2016		M		8,462 A \$ 0	45,186	D
Common Stock	02/11/2016		F		2,674 D \$ 26.9	42,512	D
Common Stock ⁽²⁾	02/13/2016		M		22,150 A \$ 0	64,662	D
Common Stock	02/13/2016		F		8,799 D \$ 27.4	55,863	D
Common Stock ⁽³⁾	02/13/2016		M		8,969 A \$ 0	64,832	D

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Common Stock 02/13/2016 F 4,144 D \$ 27.71 60,688 D

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

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	\$ 0	02/11/2016		M	8,462	(5) (5)	Common Stock	8,462
Restricted Stock Units ⁽⁶⁾	\$ 0	02/13/2016		M	22,150	(5) (5)	Common Stock	22,150
Restricted Stock Units ⁽⁷⁾	\$ 0	02/13/2016		M	8,969	(5) (5)	Common Stock	8,969

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reuss Mark L 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr. Reuss

02/16/2016

 **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).

- (1) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 11, 2015, pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP").
- (2) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 13, 2014, pursuant to the 2009 GMLTIP.
- (3) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on June 11, 2014, pursuant to the 2014 GMLTIP.
- (4) The RSUs reported in this item were granted on February 11, 2015 and began being settled in three equal, annual installments on February 11, 2016. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (5) The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.

RSUs were awarded on February 13, 2014, pursuant to the 2009 GMLTIP. Two-thirds of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. RSUs will be settled when they vest. The Company has determined that 25% of this award will not vest because the terms set forth in the GMLTIP cannot be satisfied.

The RSUs were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. One-third of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

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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