

General Motors Co  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Barra Mary T

(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)  
03/01/2015

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)  
Chief Executive Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	03/01/2015		M	29,499	A \$ 0	138,441	D
Common Stock	03/01/2015		F	13,983	D \$ 37.28	124,458	D

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

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(9-02)

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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 <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	03/01/2015		M	29,499	<sup>(3)</sup> <sup>(3)</sup>	Common Stock	29,499

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barra Mary T 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Chief Executive Officer	

## Signatures

/s/ Robert C. Shrosbree, attorney-in-fact for Ms. Barra

03/03/2015

<sup>\_\_</sup>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 March 1, 2013 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP").

(2) RSUs were awarded on March 1, 2013, pursuant to the GMLTIP. Two-thirds of the RSUs vested on March 1, 2015, and the remaining one-third will vest on March 1, 2016. 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.

(3) Each RSU represents a right to receive one share of the Company's common stock upon settlement. The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

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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