

General Motors Co
Form 4
January 05, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeLuca James B.

(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)

12/31/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

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 (Instr. 4)
Common Stock ⁽¹⁾	12/31/2015		M	172	A \$ 0 ⁽²⁾	172	D
Common Stock	12/31/2015		D	106	D \$ 34.15 ⁽²⁾	66	D
Common Stock	12/31/2015		F	66	D \$ 34.15 ⁽²⁾	0	D
Common Stock ⁽³⁾	12/31/2015		M	248	A \$ 0 ⁽²⁾	248	D
	12/31/2015		D	153	D	95	D

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Common
Stock

\$
34.15
(2)

Common
Stock

12/31/2015

F 95 D

\$
34.15 0 D
(2)

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

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(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. 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. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units <u>(1)</u> <u>(2)</u>	\$ 0 <u>(2)</u>	12/31/2015		M	172	<u>(4)</u>	<u>(4)</u>	Common Stock	172	\$ 0 <u>(2)</u>
Salary Stock Units <u>(2)</u> <u>(3)</u>	\$ 0 <u>(2)</u>	12/31/2015		M	248	<u>(4)</u>	<u>(4)</u>	Common Stock	248	\$ 0 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeLuca James B. 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.
DeLuca

01/05/2016

__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).

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, 2013 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, 2015 in cash, less a portion withheld for taxes.

Each SSU is the economic equivalent of one share of the Common Stock. Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the Reporting Person the option of having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Common Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported to the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$34.15.

The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2012 pursuant to the GMSSP. The portion of this award currently payable was settled on December 31, 2015 in cash, less a portion withheld for taxes.

(4) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

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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