

General Motors Co  
Form 4  
February 16, 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

OMB  
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(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)  
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) Chairman & CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	02/11/2016		M	26,547 A \$ 0	94,212	D	
Common Stock	02/11/2016		F	9,932 D \$ 26.9	84,280	D	
Common Stock <u>(2)</u>	02/13/2016		M	25,008 A \$ 0	109,288	D	
Common Stock	02/13/2016		F	11,794 D \$ 27.4	97,494	D	
Common Stock <u>(3)</u>	02/13/2016		M	23,072 A \$ 0	120,566	D	

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Common Stock      02/13/2016      F      10,881      D      \$ 27.71      109,685      D

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. 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/11/2016		M		26,547		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	26,547
Restricted Stock Units <sup>(6)</sup>	\$ 0	02/13/2016		M		25,008		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	25,008
Restricted Stock Units <sup>(7)</sup>	\$ 0	02/13/2016		M		23,072		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	23,072

## 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	X		Chairman & CEO	

## Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Ms. Barra

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.
- (6)

- (7) 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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