

General Motors Co
Form 4
February 15, 2017

FORM 4

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

OMB APPROVAL

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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 *
Neumann Karl-Thomas

(Last) (First) (Middle)
300 RENAISSANCE
CENTER, M/C: 492-C23-D24
(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)
02/13/2017

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	(A) or (D)	Price
Common Stock ⁽¹⁾	02/13/2017		M		6,229	A	\$ 0
Common Stock	02/13/2017		F		2,958	D	\$ 35.52
Common Stock ⁽²⁾	02/13/2017		S		1,379	D	\$ 35.38
Common Stock ⁽³⁾	02/13/2017		A		112,128	A	\$ 0
Common Stock	02/13/2017		F		53,239	D	\$ 35.52
							15,755
							12,797
							11,418
							123,546
							70,307

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Common Stock ⁽²⁾ 02/14/2017 S 31,079 D \$ 36.71 39,228 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ⁽⁴⁾	\$ 0	02/13/2017		M	6,229	⁽⁵⁾ / ⁽⁵⁾	Common Stock	6,229

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neumann Karl-Thomas 300 RENAISSANCE CENTER M/C: 492-C23-D24 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Dr. Neumann 02/15/2017

⁽⁵⁾ **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 June 11, 2014, pursuant to the Company's 2014 Long-Term Incentive Plan (the "GMLTIP"). This is the final installment of

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this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November

- (2) 2015. Upon entry into the plan, the Reporting Person provided instructions to his broker to sell shares in quantities and at prices determined at that time. Pursuant to the terms of the plan, the Reporting Person has no discretion to modify those instructions.
- (3) On June 11, 2014, the Reporting Person received a grant of Performance Stock Units (PSUs). Under the grant, PSUs could be earned based on the achievement of performance conditions relating to ROIC-adjusted and Global Market Share from January 1, 2014 to December 31, 2016. PSUs vested and settled in shares of common stock on February 13, 2017.
- (4) The RSUs in this item were granted on June 11, 2014 and were settled on February 13, 2017.
- (5) 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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