

Tsien Matthew
 Form 4
 February 13, 2018

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 *
 Tsien Matthew

(Last) (First) (Middle)
 300 RENAISSANCE
 CENTER, M/C: 482-C23-D24
 (Street)

DETROIT, MI 48265

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2018

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)	(A) or (D)	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	Price		
Common Stock (1)	02/10/2018		M		5,413	\$ 0	7,013	D
Common Stock	02/10/2018		D		3,161	\$ 41.46	3,852	D
Common Stock	02/10/2018		F		2,252	\$ 41.46	1,600	D
Common Stock (2)	02/11/2018		M		3,650	\$ 0	5,250	D
Common Stock	02/11/2018		D		2,131	\$ 41.46	3,119	D

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Common Stock	02/11/2018	F	1,519	D	\$ 41.46	1,600	D
Common Stock ⁽³⁾	02/11/2018	A	65,704	A	\$ 0	67,304	D
Common Stock	02/11/2018	D	38,371	D	\$ 41.46	28,933	D
Common Stock	02/11/2018	F	27,333	D	\$ 41.46	1,600	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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units ⁽⁴⁾	\$ 0	02/10/2018		M	5,413	<u>(5)</u>	<u>(5)</u>	Common Stock	5,413
Restricted Stock Units ⁽⁶⁾	\$ 0	02/11/2018		M	3,650	<u>(5)</u>	<u>(5)</u>	Common Stock	3,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tsien Matthew 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265			Executive Vice President	

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr.
Tsien

02/13/2018

__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 10, 2016. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
- (2) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 11, 2015. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
On February 11, 2015, the Reporting Person received a grant of Performance Stock Units ("PSUs"). Under the grant, PSUs could be
- (3) earned based on the achievement of certain financial targets. PSUs vested and settled in shares of common stock on February 11, 2018. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
- (4) The RSUs were awarded on February 10, 2016. One-third of the RSUs vested on February 10, 2018, and the remaining one-third will vest on February 10, 2019. 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 are exercisable or expire.
- (6) The RSUs in this item were granted on February 11, 2015 and were settled on February 11, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.