

General Motors Co  
Form 4  
February 15, 2017

**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 \*  
Barra Mary T

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-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)

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 <sup>(1)</sup>	02/13/2017		M	12,503	A \$ 0	168,571	D
Common Stock	02/13/2017		F	5,882	D \$ 35.36	162,689	D
Common Stock <sup>(2)</sup>	02/13/2017		M	23,071	A \$ 0	185,760	D
Common Stock	02/13/2017		F	10,311	D \$ 35.52	175,449	D
Common Stock <sup>(3)</sup>	02/13/2017		A	404,902	A \$ 0	580,351	D

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Common Stock	02/13/2017	F	190,466	D	\$ 35.52	389,885	D
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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. Is the Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/13/2017		M		12,503		<u>(5)</u>	<u>(5)</u>	Common Stock	12,503
Restricted Stock Units <sup>(6)</sup>	\$ 0	02/13/2017		M		23,071		<u>(5)</u>	<u>(5)</u>	Common Stock	23,071

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barra Mary T 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265-3000	X		Chairman & CEO	

## Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Ms.  
Barra

02/15/2017

          \*\*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).

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The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs")

- (1) awarded on February 13, 2014 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's common stock upon settlement.

The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on June 11, 2014,

- (2) pursuant to the 2014 GMLTIP. This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

On June 11, 2014, the Reporting Person received a grant of Performance Stock Units (PSUs). Under the grant, PSUs could be earned

- (3) 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 February 13, 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.

- (6) The RSUs in this item were granted on June 11, 2014 and were settled on February 13, 2017.

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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