

General Motors Co
Form 4
February 14, 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

OMB
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(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)
02/10/2017

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 <u>(1)</u>	02/10/2017		M	5,414 A	\$ 0 7,014	D	
Common Stock	02/10/2017		D	2,815 D	\$ 35.17 4,199	D	
Common Stock	02/10/2017		F	2,599 D	\$ 35.17 1,600	D	
Common Stock <u>(2)</u>	02/11/2017		M	3,650 A	\$ 0 5,250	D	
Common Stock	02/11/2017		D	1,898 D	\$ 35.17 3,352	D	

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Common Stock 02/11/2017 F 1,752 D \$ 35.17 1,600 D

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 or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ⁽³⁾	\$ 0	02/10/2017		M		5,414		<u>(4)</u>	<u>(4)</u>	Common Stock	5,414	\$
Restricted Stock Units ⁽⁵⁾	\$ 0	02/11/2017		M		3,650		<u>(4)</u>	<u>(4)</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 02/14/2017

**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).

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 10, 2016, pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP"). 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, pursuant to the 2014 GMLTIP paid in cash, less a portion withheld for taxes.

(3) The RSUs reported in this item were granted on February 10, 2016 and began being settled in three equal, annual installments on February 10, 2017. Each RSU represents a right to receive one share of the Company's common stock upon settlement.

(4) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

(5) 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.

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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