

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reuss Mark L

(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
____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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	02/13/2017		M	11,074	A \$ 0 92,514	D	
Common Stock	02/13/2017		F	5,117	D \$ 35.36 87,397	D	
Common Stock <u>(2)</u>	02/13/2017		M	57,160	A \$ 0 144,557	D	
Common Stock	02/13/2017		F	26,014	D \$ 35.36 118,543	D	
Common Stock <u>(3)</u>	02/13/2017		M	8,969	A \$ 0 127,512	D	

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Common Stock	02/13/2017	F	4,144	D	\$ 35.52	123,368	D
Common Stock ⁽⁴⁾	02/13/2017	A	157,406	A	\$ 0	280,774	D
Common Stock	02/13/2017	F	72,722	D	\$ 35.52	208,052	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. 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 ⁽⁵⁾	\$ 0	02/13/2017		M	11,074	<u>(6)</u> <u>(6)</u>	Common Stock	11,074
Restricted Stock Units ⁽⁵⁾	\$ 0	02/13/2017		M	57,160	<u>(6)</u> <u>(6)</u>	Common Stock	57,160
Restricted Stock Units ⁽⁷⁾	\$ 0	02/13/2017		M	8,969	<u>(6)</u> <u>(6)</u>	Common Stock	8,969

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Reuss Mark L 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265-3000	Executive Vice President

Signatures

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

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).

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 February 13, 2014,
(2) pursuant to the 2009 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,
(3) 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
(4) 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.
(5) The RSUs in this item were granted on February 13, 2014 and were settled on February 13, 2017.
(6) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
(7) 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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