

General Motors Co
 Form 4
 April 04, 2016

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 *
 DeLuca James B.

(Last) (First) (Middle)
 300 RENAISSANCE
 CENTER, M/C: 482-C25-A36
 (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)
 03/31/2016

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	03/31/2016		M		210 A \$ 0	10,584	D
Common Stock	03/31/2016		D		110 D \$ 31.3	10,474	D
Common Stock	03/31/2016		F		100 D \$ 31.3	10,374	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

**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 of Derivative Security (Instr. 5)
Salary Stock Units ⁽²⁾	\$ 0 ⁽³⁾	03/31/2016		M	210	⁽³⁾ ⁽³⁾	Common Stock 210	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeLuca James B. 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr. DeLuca
 Date: 04/04/2016

**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 upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded in 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on March 31, 2016 in cash, less a portion withheld for taxes.

(2) Each SSU is the economic equivalent of one share of the Common Stock. Grants of SSUs are fully vested when made and were settled in three equal, annual installments. The GMSSP gives the Reporting Person the option of having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Common Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported to the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$31.30.

(3) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

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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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