

General Motors Co
 Form 4/A
 July 05, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tsien Matthew

(Last) (First) (Middle)
 300 RENAISSANCE
 CENTER, M/C: 482C25-A36
 (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)
 02/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/16/2016

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u>	02/11/2016		M	3,651	A \$ 0	5,251	D
Common Stock	02/11/2016		D	2,132	D \$ 26.9	3,119	D
Common Stock	02/11/2016		F	1,519	D \$ 26.9	1,600	D
Common Stock <u>(3)</u> <u>(4)</u>	02/13/2016		M	8,098	A \$ 0	9,698	D
Common Stock	02/13/2016		D	4,729	D \$ 27.4	4,969	D

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Common Stock	02/13/2016	F	3,369	D	\$ 27.4	1,600	D
Common Stock ⁽³⁾ ⁽⁴⁾	02/13/2016	M	1,760	A	\$ 0	3,360	D
Common Stock	02/13/2016	D	1,027	D	\$ 27.71	2,333	D
Common Stock	02/13/2016	F	733	D	\$ 27.71	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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁵⁾	\$ 0	02/11/2016		M	3,651	<u>(6)</u>	<u>(6)</u>	Common Stock	3,651
Restricted Stock Units ⁽⁷⁾	\$ 0	02/13/2016		M	8,098	<u>(6)</u>	<u>(6)</u>	Common Stock	8,098
Restricted Stock Units ⁽⁸⁾	\$ 0	02/13/2016		M	1,760	<u>(6)</u>	<u>(6)</u>	Common Stock	1,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President	

Tsien Matthew
300 RENAISSANCE CENTER
M/C: 482C25-A36
DETROIT, MI 48265

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr.
Tsien

07/05/2016

__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 the Restricted Stock Units ("RSUs") awarded in 2015 pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

The portion of this award currently payable was settled on February 11, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$26.90, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
 - (2) The Common Stock reported in this item was issued upon the settlement of a portion of the RSUs awarded in 2014 pursuant to the 2014 GMLTIP. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

The portion of this award currently payable was settled on February 13, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$27.40 and 27.71, respectively, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
 - (3) 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.
 - (4) The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.

RSUs were awarded on February 13, 2014, pursuant to the 2009 GMLTIP. Two-thirds of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
 - (5) The RSUs were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. One-third of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
 - (6)
 - (7)
 - (8)

Remarks:

This amendment is being filed to report the correct settlement of the RSUs. Due to an administrative error, the original filing is

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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