SEC Form 4	
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# FORM 4

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

OMB APPROVAL

-	-									
OMB Number:	3235-0287									
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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).
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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> DeLuca James B.		erson <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>General Motors Co</u> [ GM ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
	t) (First) (Middle) RENAISSANCE CENTER C: 482-C25-A36		3. Date of Earliest Transaction (Month/Day/Year) 02/10/2016	- X Once (give nue of the specify below) below) Executive Vice President							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) DETROIT	MI	48265-3000	_	X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State)	(Zip)									
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

### 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. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		

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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units <sup>(1)</sup>	\$0.0	02/10/2016		A		10,935		(2)	(2)	Common Stock	10,935	\$0	10,935	D	

#### Explanation of Responses:

1. Restricted Stock Units ("RSUs") were awarded on February 10, 2016, pursuant to the Company's 2014 Long-Term Incentive Plan (the "GMLTIP"). The RSUs will vest annually in three equal installments beginning on February 10, 2017 pursuant to the terms of the GMLTIP. Upon vesting, each RSU will be settled by delivery of one share of the Company's common stock.

2. The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.

#### Remarks:

### /s/ Robert C. Shrosbree, Attorney-In-Fact for Mr. **DeLuca**

02/12/2016

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.