SEC Form 4

FORM 4

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b). |

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Timko Thomas S	General Motors Co [GM]	

1. Name and Address of Reporting Person[*]

Timko Thomas S

(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)

06/11/2016

4. If Amendment, Date of 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)

Vice President & Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock[(1)]	06/11/2016		M		4,614	A	$0	35,365	D	
Common Stock	06/11/2016		F		1,638	D	$29.06	33,727	D	

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 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units[(2)]	$0.0[(2)]	06/11/2016		M			4,614	[(2)]	[(2)]	Common Stock	4,614	$0	4,614	D	

Explanation of Responses:

1. The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on June 11, 2014, pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP").

2. The RSUs were awarded on June 11, 2014 pursuant to the GMLTIP. One-third of the RSUs vested on June 11, 2016, and the remaining one-third will vest on June 11, 2017. Each RSU respresents a right to receive one share of the Company's Common Stock upon settlement. RSUs will be settled when they vest provided that the conditions in the GMLTIP have been satisfied. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price.

Remarks:

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr.Timko	06/14/2016
** 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.