

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|---|--|---|
| 1. Name and Address of Reporting Person* <u>Boyer-Davis Alicia S</u> | 2. Date of Event Requiring Statement (Month/Day/Year) 06/07/2016 | 3. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [GM]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 4820C23-D24 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (Street) DETROIT MI 48265-3000 | | | |
| (City) (State) (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,531 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Units ⁽¹⁾⁽²⁾ | (1) | (1) | Common Stock | 58,191 | (1) | D |
| Restricted Stock Units ⁽³⁾⁽⁴⁾ | (3) | (3) | Common Stock | 735 | (3) | D |
| Restricted Stock Units ⁽³⁾⁽⁵⁾ | (3) | (3) | Common Stock | 4,010 | (3) | D |
| Restricted Stock Units ⁽³⁾⁽⁶⁾ | (3) | (3) | Common Stock | 9,023 | (3) | D |
| Salary Stock Units ⁽⁷⁾⁽⁸⁾ | (7) | (7) | Common Stock | 1,152 | (7) | D |
| Salary Stock Units ⁽⁷⁾⁽⁹⁾ | (7) | (7) | Common Stock | 1,066 | (7) | D |
| Salary Stock Units ⁽⁷⁾⁽¹⁰⁾ | (7) | (7) | Common Stock | 939 | (7) | D |
| Employee Stock Option ⁽¹¹⁾ | (11) | (11) | Common Stock | 196,573 | 31.32 | D |

Explanation of Responses:

- The Restricted Stock Units ("RSUs") reported in this item were awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "2009 GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2009 GMLTIP have been satisfied.
- The RSUs reported in this item were awarded on March 31, 2014 pursuant to the 2009 GMLTIP and will vest on March 31, 2017, provided that the Reporting Person remains continuously employed through the vesting date.
- The RSUs reported in this item were awarded under the General Motors Company 2014 Long-Term Incentive Plan (the "2014 GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2014 GMLTIP have been satisfied.
- The RSUs reported in this item were awarded on June 11, 2014 pursuant to the Company's 2014 GMLTIP and will vest on February 13, 2017, provided that the Reporting Person remains continuously employed through the vesting date.
- The RSUs reported in this item were awarded on February 11, 2015 pursuant to the Company's 2014 GMLTIP. Of these RSUs, 2,005 will vest on February 11, 2017, and 2,005 will vest on February 11, 2018, provided that the Reporting Person remains continuously employed through the vesting date.
- The RSUs reported in this item were awarded on February 10, 2016 pursuant to the Company's 2014 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.
- Salary Stock Units ("SSUs") are awarded under the General Motors Company Salary Stock Plan. Each SSU is the economic equivalent of one share of the Company's Common Stock. Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the employee the option of having a settlement made by delivery of Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the Stock is the average of the high and low trading prices for the Stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction. SSUs do not have an exercise or expiration date or an exercise or conversion price.
- The SSUs reported in this item were granted on June 30, 2013 and will be settled on June 30, 2016.
- The SSUs reported in this item were granted on September 30, 2013 and will be settled on September 30, 2016.
- The SSUs reported in this item were granted on December 31, 2013 and will be settled on December 31, 2016.
- The stock options were granted on July 28, 2015 under the 2014 GMLTIP and vest as follows: 40% on February 15, 2017; 20% on February 15, 2018 upon meeting or exceeding the median Total Shareholder Return ("TSR") of the original equipment manufacturers, other than GM, as of the grant date in the Dow Jones Automobiles and Parts Titan 30 Index ("OEM Peer Group") for the period July 28, 2015 through December 31, 2017; 20% on February 15, 2019 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2018; and 20% on February 15, 2020 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.

Remarks:

/s/ Robert W. Boyle, Jr.,

06/17/2016

[Attorney-In-Fact for Ms.
Boyer-Davis](#)

** 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 5 (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.

POWER OF ATTORNEY

I am an officer of General Motors Company ("GM") and as such I will be required to file with the U.S. Securities and Exchange Commission ("SEC") one or more Forms 3, 4 and 5 under Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and the rules promulgated by the SEC under Section 16, and Form 144 under Rule 144 promulgated by the SEC under the Securities Act of 1933, as amended ("Rule 144").

I appoint each of Robert W. Boyle, Jr., Rick E. Hansen, Jill E. Sutton, and Tia Y. Turk as my attorney-in-fact to:

1. Do anything on my behalf that may be necessary or desirable to prepare, complete, and file Forms 3, 4, 5, or 144, or any amendment to those Forms, on a timely basis;
2. Execute such Forms or any amendments to those Forms for me in my name and file such Forms and amendments with the SEC and any stock exchange or similar authority as required by law or rule on my behalf; and
3. Take any other action in connection with those Forms or amendments that may be legally required or appropriate, in the opinion of the attorney-in-fact taking the action.

I give each attorney-in-fact the power and authority to do anything that is required or appropriate in using his or her powers as attorney-in-fact, to the extent that I could act if I were personally present, with full power of substitution. I agree to everything that these attorneys-in-fact (including any substitutes for them) do under this Power of Attorney that is consistent with its terms.

I acknowledge that complying with Section 16 and Rule 144 as they apply to me is my responsibility and that neither GM nor any of these attorneys-in-fact is assuming my responsibilities in that regard.

This Power of Attorney will remain in effect until I am no longer required to make filings under Section 16 or Rule 144, unless I inform these attorneys-in-fact in writing that I have revoked this Power, which I can do at any time.


Alicia S. Boler-Davis

State of MICHIGAN
County of WAYNE

Subscribed and sworn to before me
this 14th day of JUNE, 2016.


Notary Public

TIA TURK
Notary Public, State of Michigan
County of Wayne
My Commission Expires Jan. 15, 2017
Acting in the County of Wayne

