SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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Estimated average burden	

1. Name and Addre DeLuca Jam	ess of Reporting Perso <u>es B.</u>	on*	2. Issuer Name and Ticker or Trading Symbol General Motors Co [GM]		tionship of Reporting Pe all applicable) Director	10% Owner	
(Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C25-A36		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2015	X	Officer (give title below) Executive Vice	Other (specify below) President	
(Street) DETROIT (City)	MI (State)	48265-3000 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable 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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock ⁽¹⁾	03/01/2015		М		7,436	Α	\$ <mark>0</mark>	11,275	D	
Common Stock	03/01/2015		F		2,440	D	\$37.28	8,835	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/)	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)	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 ⁽³⁾	03/01/2015		М			7,436	(3)	(3)	Common Stock	7,436	\$0	3,717	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 March 1, 2013 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP").

2. RSUs were awarded on March 1, 2013, pursuant to the GMLTIP. Two-thirds of the RSUs will vest on March 1, 2015, and the remaining one-third will vest on March 1, 2016, provided that the reporting person remains continuously employed through the vesting date. Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest, provided that all other conditions under the GMLTP has been satisified.

3. Each RSU represents a right to receive one share of the Company's common stock upon settlement. The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

<u>/s/ Robert C. Shrosbree,</u> <u>attorney-in-fact for Mr.</u> <u>DeLuca</u>

03/03/2015

** 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.