

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Tsien Matthew</u> (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 <u>General Motors Co [GM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
Restricted Stock Units ⁽¹⁾⁽²⁾	\$0.0	02/13/2014		A		12,147		(1)	(1)	Common Stock	12,147	\$0	12,147	D	
Restricted Stock Units ⁽¹⁾⁽³⁾	\$0.0	02/13/2014		A		28,580		(1)	(1)	Common Stock	28,580	\$0	28,580	D	
Restricted Stock Units ⁽¹⁾⁽⁴⁾	\$0.0	02/13/2014		A		3,955		(1)	(1)	Common Stock	3,955	\$0	3,955	D	

Explanation of Responses:

- Restricted Stock Units ("RSUs") were awarded on February 13, 2014, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest.
- Two-thirds of the RSUs will vest on February 13, 2016 and the remaining one-third will vest on February 13, 2017.
- These RSUs will vest on February 13, 2017 provided that the reporting person is employed by the Company on the vesting date.
- These RSUs will vest on February 13, 2015.

Remarks:

/s/ Anne T. Larin, attorney-in-fact for Mr. Tsien 02/17/2014

** 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.