STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Title of Security (Instr. 3)

2. Transaction Date (Month/Day/Year)

3. Transaction Code (Instr. 4)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) (A) or (D)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 5)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Name and Address of Reporting Person

SCHOEWE THOMAS M

2. Issuer Name and Ticker or Trading Symbol

General Motors Co [ GM ]

5. Relationship of Reporting Person(s) to Issuer

X Director

Other (specify below)

10% Owner

4. If Amendment, Date of Original Filed (Month/Day/Year)

12/31/2022

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 II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)

Deferred Share Units ("DSUs")

Deferred Share Units ("DSUs")^2

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

12/31/2022

12/31/2022

4. Transaction Code (Instr. 8)

A

A

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

3,668

212

6. Date Exercisable and Expiration Date (Month/Day/Year)

Common Stock

Common Stock

3,668

212

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

Common Stock

Common Stock

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

46,644

46,856

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)

D

D

Explanation of Responses:

1. Amounts credited as DSUs will be paid in cash after the non-employee director leaves the Board, valued at the average closing price of the Company’s Common Stock during the quarter immediately preceding payment.

2. Represents dividends accrued on DSUs in 2022 that were credited as additional DSUs at the end of the year.

Remarks:

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Schoewe

01/04/2023

** 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).


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.