

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Girsky Stephen J</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2014</u>			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		
300 RENAISSANCE CENTER M/C: 482-C25-A36			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DETROIT MI 48265-3000</u>								
(City) (State) (Zip)								

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⁾	12/31/2014		M		8,679	A	\$0 ⁽²⁾	111,705	D	
Common Stock	12/31/2014		D		4,903	D	\$35.17 ⁽²⁾	106,802	D	
Common Stock	12/31/2014		F		3,776	D	\$35.17 ⁽²⁾	103,026	D	
Common Stock ⁽³⁾	12/31/2014		M		9,731	A	\$0 ⁽²⁾	112,757	D	
Common Stock	12/31/2014		D		6,016	D	\$35.17 ⁽²⁾	106,741	D	
Common Stock	12/31/2014		F		3,715	D	\$35.17 ⁽²⁾	103,026	D	
Common Stock ⁽⁴⁾	12/31/2014		M		13,195	A	\$0 ⁽²⁾	116,221	D	
Common Stock	12/31/2014		D		8,000	D	\$35.17 ⁽²⁾	108,221	D	
Common Stock	12/31/2014		F		5,195	D	\$35.17 ⁽²⁾	103,026	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				
Salary Stock Units ⁽¹⁾	\$0.0 ⁽²⁾	12/31/2014		M		8,679		(5)	(5)	Common Stock	8,679	\$0 ⁽²⁾	17,357	D	
Salary Stock Units ⁽³⁾	\$0.0 ⁽²⁾	12/31/2014		M		9,731		(5)	(5)	Common Stock	9,731	\$0 ⁽²⁾	9,731	D	
Salary Stock Units ⁽⁴⁾	\$0.0 ⁽²⁾	12/31/2014		M		13,195		(5)	(5)	Common Stock	13,195	\$0 ⁽²⁾	0	D	
Deferred Share Units ⁽⁶⁾	\$0.0 ⁽⁶⁾	12/31/2014		A		1,498		(6)	(6)	Common Stock	1,498	\$0 ⁽⁶⁾	1,498	D	
Deferred Share Units ⁽⁷⁾	\$0.0 ⁽⁷⁾	12/31/2014		A		21		(7)	(7)	Common Stock	21	\$0 ⁽⁷⁾	1,519	D	

Explanation of Responses:

- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded on December 31, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on December 31, 2014.
- Each SSU is the economic equivalent of one share of the Company's common stock (the "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 the 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, which was \$35.17. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2012.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2011.
- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- As of July 1, 2014, Mr. Girsky ceased being an employee of the Company and remained on the Board of Directors as a Non-Employee Director. Deferred share units of the Company's Common Stock ("DSUs")

were awarded on December 31, 2014 pursuant to the General Motors Company Deferred Compensation Plan (the "Plan") for Non-Employee Directors. Each non-employee director is required to defer one-half of the \$200,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The retainer fee is converted to DSUs based on the average closing price of the Common Stock for the previous calendar year. Amounts credited as DSUs will be paid in cash after the director leaves the Board. The Deferred Share Units do not have a conversion or exercise price, or an exercise or expiration date.

7. Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

Remarks:

/s/ Robert C. Shrosbree, 01/05/2015
attorney-in-fact for Mr. Girsky

** 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.

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