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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* DeLuca James B.			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>General Motors Co</u> [ GM ]		tionship of Reporting Person(s) to Issuer 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) 06/30/2016	- x	Officer (give title below) Executive Vice	Other (specify below) President	
M/C: 482-C25-A36 (Street) DETROIT MI (City) (State)		48265-3000 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		idual 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)	3. Transa Code ( 8)			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)		(1150.4)		
Common Stock <sup>(1)</sup>	06/30/2016		М		210	A	<b>\$0</b> <sup>(2)</sup>	210	D			
Common Stock	06/30/2016		D		110	D	\$28.68(2)	100	D			
Common Stock	06/30/2016		F		100	D	\$28.68 <sup>(2)</sup>	0	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction of Code (Instr. Derivative			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership	
	Derivative Security					Acqu (A) of Dispo of (D) (Instr and 5	r osed ) :. 3, 4			Derivative Security (Instr. 3 and 4)			Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Salary Stock Units <sup>(1)(2)</sup>	\$0.0 <sup>(3)</sup>	06/30/2016		М			210	(3)	(3)	Common Stock	210	\$0	0	D	

### Explanation of Responses:

1. 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 June 30, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP"). The portion of this award currently payable was settled on June 30, 2016 in cash, less a portion withheld for taxes.

2. 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 Reporting Person the option of having a settlement made by delivery of shares of the Company's common stock or by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$28.68.

3. The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

Remarks:

<u>/s/ Robert C. Shrosbree,</u> <u>Attorney-In-Fact for Mr.</u> <u>DeLuca</u>

07/05/2016

\*\* 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.