

**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

OMB APPROVAL	
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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 Officer (give title below) Other (specify below) X <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014	
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			
Common Stock <sup>(1)</sup>	12/31/2014		M		99	A	\$0 <sup>(2)</sup>	3,189	D	
Common Stock	12/31/2014		D		51	D	\$35.17 <sup>(2)</sup>	3,138	D	
Common Stock	12/31/2014		F		48	D	\$35.17 <sup>(2)</sup>	3,090	D	
Common Stock <sup>(3)</sup>	12/31/2014		M		142	A	\$0 <sup>(2)</sup>	3,232	D	
Common Stock	12/31/2014		D		74	D	\$35.17 <sup>(2)</sup>	3,158	D	
Common Stock	12/31/2014		F		68	D	\$35.17 <sup>(2)</sup>	3,090	D	
Common Stock <sup>(4)</sup>	12/31/2014		M		244	A	\$0 <sup>(2)</sup>	3,334	D	
Common Stock	12/31/2014		D		127	D	\$35.17 <sup>(2)</sup>	3,207	D	
Common Stock	12/31/2014		F		117	D	\$35.17 <sup>(2)</sup>	3,090	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
Salary Stock Units <sup>(1)</sup>	(2)	12/31/2014		M		99		(5)	(5)	Common Stock	99	\$0 <sup>(2)</sup>	196	D	
Salary Stock Units <sup>(3)</sup>	(2)	12/31/2014		M		142		(5)	(5)	Common Stock	142	\$0 <sup>(2)</sup>	141	D	
Salary Stock Units <sup>(4)</sup>	\$0.0 <sup>(2)</sup>	12/31/2014		M		244		(5)	(5)	Common Stock	244	\$0 <sup>(2)</sup>	0	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.

**Remarks:**

/s/ Robert C. Shrosbree,

01/05/2015

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.**