## FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT	OF CHANGES	IN BENEFICIAL

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

**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

1. Name and Address of Reporting Person*  Stevens Charles K. III						2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [ GM ]										Chec	ationship of Reporting k all applicable) Director Officer (give title		ıg Peı	Person(s) to Issuer 10% Owner Other (specif	
	Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C25-A36					3. Date of Earliest Transaction (Month/Day/Year) 03/31/2016										X	below	below) below)  Executive Vice President & CFO			
(Street) DETROI	IT M	I ,	48265-30	00	.   4. I1 -	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Indi Line) X	,					
(City)	(S		(Zip)																		
		Tab	le I - Noi	n-Deriv	ative	e Se	curiti	es Ad	cqu	ıired,∣	Disp	osed	of, o	r Be	nefic	ially	Owne	b			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.			4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Secu Bene Owne		mount of urities eficially led Following		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	V	Amount	t (A) or (D)		Pric	е	Reported Transaction(s) (Instr. 3 and 4)				(111511.4)	
Common Stock <sup>(1)</sup>			03/31	31/2016					M		125	5	A	\$0		47	47,067		D		
Common Stock			03/31	1/2016					D		66	D \$		\$3	1.3	47	47,001		D		
Common Stock			03/31	1/2016	/2016			F		59		D \$31		1.3	3 46,942			D			
		T	able II -	Deriva (e.g., p													wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transaction Code (Instr. 8)		n of l		Ex	6. Date Exercisa Expiration Date (Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		l Security	De Se (In	Price of erivative ecurity astr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly [	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Dat Exe	te ercisable		piration ate	Title		Amoun or Numbe of Shares	r					
Salary Stock Units <sup>(2)</sup>	\$0.0 <sup>(3)</sup>	03/31/2016			M			125		(3)		(3)	Com Sto		125		\$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 in 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 March 31, 2016 in cash, less a portion withheld for taxes.
- 2. Each SSU is the economic equivalent of one share of the Common Stock. Grants of SSUs are fully vested when made and were settled in three equal, annual installments. The GMSSP gives the Reporting Person the option of having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Common Stock as of the applicable anniversary date of the SSUs grant. Under the GMSSP, the fair value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported to the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$31.30.
- 3. The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

## Remarks:

/s/ Robert C. Shrosbree,

Attorney-In-Fact for Mr.

04/04/2016

**Stevens** 

\*\* 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.