

**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	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Carlisle Stephen K.</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2021</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-C24-A68			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DETROIT MI 48265</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2021		M		50,615 <sup>(1)</sup>	A	\$31.32	106,024	D	
Common Stock	01/11/2021		S		50,615 <sup>(1)</sup>	D	\$45 <sup>(2)</sup>	55,409	D	
Common Stock	01/12/2021		M		50,614 <sup>(1)</sup>	A	\$31.32	106,023	D	
Common Stock	01/12/2021		S		50,614 <sup>(1)</sup>	D	\$46.99 <sup>(3)</sup>	55,409	D	
Common Stock	01/12/2021		M		20,206 <sup>(1)</sup>	A	\$34.34	75,615	D	
Common Stock	01/12/2021		S		20,206 <sup>(1)</sup>	D	\$47.87 <sup>(4)</sup>	55,409	D	
Common Stock	01/12/2021		M		20,206 <sup>(1)</sup>	A	\$34.34	75,615	D	
Common Stock	01/12/2021		S		20,206 <sup>(1)</sup>	D	\$45.98 <sup>(5)</sup>	55,409	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				
Employee Stock Option (Right to Buy)	\$31.32	01/11/2021		M		50,615 <sup>(1)</sup>	(6)	07/28/2025	Common Stock	50,615	\$0	50,614	D		
Employee Stock Option (Right to Buy)	\$31.32	01/12/2021		M		50,614 <sup>(1)</sup>	(6)	07/28/2025	Common Stock	50,614	\$0	0	D		
Employee Stock Option (Right to Buy)	\$34.34	01/12/2021		M		20,206 <sup>(1)</sup>	(7)	06/07/2027	Common Stock	20,206	\$0	20,206	D		
Employee Stock Option (Right to Buy)	\$34.34	01/12/2021		M		20,206 <sup>(1)</sup>	(7)	06/07/2027	Common Stock	20,206	\$0	0	D		

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from \$44.85 to \$45.15, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from \$46.85 to \$47.14, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from \$47.85 to \$47.93, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from \$45.85 to \$46.41, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- These stock options were granted on July 28, 2015, under the Company's 2014 Long-Term Incentive Plan. Forty percent of the options became exercisable on February 15, 2017; the remaining 60% became exercisable in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020.
- These stock options were granted on June 7, 2017, under the Company's 2017 Long-Term Incentive Plan. The stock options vested in three equal installments on February 14, 2018, February 14, 2019, and February 14, 2020.

**Remarks:**

/s/ Tia Y. Turk, Attorney-in-Fact 01/13/2021  
for Mr. Carlisle

\*\* 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.**