SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Ardila Jaime

(Last)   (First)   (Middle)

300 RENAISSANCE CENTER

M/C: 482-C25-A36

(Street)

DETROIT   MI   48265-3000

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

General Motors Co [**GM**]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Director | | 10% Owner |
| X | Officer (give title below) | | Other (specify below) |

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

| X | 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. 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		2,349	A	$0[2]	37,189	D	
Common Stock	12/31/2014		D		1,326	D	$35.17[2]	35,863	D	
Common Stock	12/31/2014		F		1,023	D	$35.17[2]	34,840	D	
Common Stock[3]	12/31/2014		M		2,802	A	$0[2]	37,642	D	
Common Stock	12/31/2014		D		1,581	D	$35.17[2]	36,061	D	
Common Stock	12/31/2014		F		1,221	D	$35.17[2]	34,840	D	
Common Stock[4]	12/31/2014		M		3,299	A	$0[2]	38,139	D	
Common Stock	12/31/2014		D		1,862	D	$35.17[2]	36,277	D	
Common Stock	12/31/2014		F		1,437	D	$35.17[2]	34,840	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			2,349	[5]	[5]	Common Stock	2,349	$0[2]	4,696	D	
Salary Stock Units[3]	$0.0[2]	12/31/2014		M			2,802	[5]	[5]	Common Stock	2,802	$0[2]	2,801	D	
Salary Stock Units[4]	$0.0[2]	12/31/2014		M			3,299	[5]	[5]	Common Stock	3,299	$0[2]	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 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.

2. 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.

3. 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.

4. 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.

5. 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

<u>attorney-in-fact for Mr. Ardila</u>

** 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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