

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Carlisle Stephen K.</u> (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C24-A68 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2021	
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	04/05/2021		M		30,556 ⁽¹⁾	A	\$39	116,867	D	
Common Stock	04/05/2021		S		30,556 ⁽¹⁾	D	\$59.94 ⁽²⁾	86,311	D	
Common Stock	04/05/2021		M		25,215 ⁽¹⁾	A	\$35.49	111,526	D	
Common Stock	04/05/2021		S		25,215 ⁽¹⁾	D	\$59.04 ⁽³⁾	86,311	D	
Common Stock	04/05/2021		S		27,273 ⁽¹⁾	D	\$59.92 ⁽⁴⁾	59,038	D	
Common Stock	04/06/2021		M		18,565 ⁽¹⁾	A	\$39.5	77,603	D	
Common Stock	04/06/2021		S		18,565 ⁽¹⁾	D	\$61.91 ⁽⁵⁾	59,038	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
Employee Stock Option (Right to Buy)	\$39	04/05/2021		M		30,556 ⁽¹⁾		(6)	02/13/2029	Common Stock	30,556	\$0	15,278	D	
Employee Stock Option (Right to Buy)	\$35.49	04/05/2021		M		25,215 ⁽¹⁾		(7)	02/12/2030	Common Stock	25,215	\$0	50,430	D	
Employee Stock Option (Right to Buy)	\$39.5	04/06/2021		M		18,565 ⁽¹⁾		(8)	02/11/2028	Common Stock	18,565	\$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 \$59.85 to \$60.11, 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 \$58.85 to \$59.40, 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 \$59.85 to \$60.10, 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 \$61.85 to \$62.04, 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.
- On February 13, 2019, the Reporting Person was granted 45,834 Stock Options, vesting in three equal installments beginning on the first anniversary of the grant date.
- On February 12, 2020, the Reporting Person was granted 75,645 Stock Options, vesting in three equal installments beginning on the first anniversary of the grant date.
- On July 2, 2018, the Reporting Person was granted 18,565 Stock Options, vesting in three equal installments on February 13, 2019, February 13, 2020, and February 13, 2021.

Remarks:

/s/ Tia Y. Turk, Attorney-in-Fact 04/07/2021
for Mr. Carlisle

** Signature of Reporting Person Date

* 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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