

General Motors Co
Form 4
February 18, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeLuca James B.

(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)
09/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	(A) or (D)	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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock ⁽¹⁾	12/31/2013		M		248	\$ 0	248	D
Common Stock	12/31/2013		D		156	\$ 40.81	92	D
Common Stock	12/31/2013		F		92	\$ 40.81	0	D
Common Stock ⁽²⁾	12/31/2013		M		1,205	\$ 0	1,205	D
Common Stock	12/31/2013		D		760	\$ 40.81	445	D

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Common Stock	12/31/2013	F	445	D	\$ 40.81	0	D
Common Stock ⁽³⁾	12/31/2013	M	304	A	\$ 0	304	D
Common Stock	12/31/2013	D	191	D	\$ 40.81	113	D
Common Stock	12/31/2013	F	113	D	\$ 40.81	0	D
Common Stock ⁽⁴⁾	09/30/2013	M	306	A	\$ 0	306	D
Common Stock	09/30/2013	D	209	D	\$ 35.97	97	D
Common Stock	09/30/2013	F	97	D	\$ 35.97	0	D
Common Stock ⁽⁵⁾	09/30/2013	M	1,200	A	\$ 0	1,200	D
Common Stock	09/30/2013	D	820	D	\$ 35.97	380	D
Common Stock	09/30/2013	F	380	D	\$ 35.97	0	D
Common Stock ⁽⁶⁾	09/30/2013	M	621	A	\$ 0	621	D
Common Stock	09/30/2013	D	424	D	\$ 35.97	197	D
Common Stock	09/30/2013	F	197	D	\$ 35.97	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Restricted Stock Units <u>(7)</u>	\$ 0	02/13/2014	M	11,661	(8)	(8)	Common Stock	11,661
Restricted Stock Units <u>(9)</u>	\$ 0	02/13/2014	M	3,291	(8)	(8)	Common Stock	3,291
Salary Stock Units <u>(1)</u>	\$ 0	12/31/2013	M	248	(10)	(10)	Common Stock	248
Salary Stock Units <u>(2)</u>	\$ 0	12/31/2013	M	1,205	(10)	(10)	Common Stock	1,205
Salary Stock Units <u>(3)</u>	\$ 0	12/31/2013	M	304	(10)	(10)	Common Stock	304
Salary Stock Units <u>(4)</u>	\$ 0	09/30/2013	M	306	(10)	(10)	Common Stock	306
Salary Stock Units <u>(5)</u>	\$ 0	09/30/2013	M	1,200	(10)	(10)	Common Stock	1,200
Salary Stock Units <u>(6)</u>	\$ 0	09/30/2013	M	621	(10)	(10)	Common Stock	621

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeLuca James B. 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

/s/ Anne T. Larin, attorney-in-fact for Mr. DeLuca

02/17/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Common Stock reported in this item was issued upon the settlement of the portion of a grant of Salary Stock Units ("SSUs") awarded on December 31, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. Each SSU vests upon grant and is the economic equivalent of one share of the Company's Common Stock (the "Common Stock").

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- (2) 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 pursuant to the GMSSP.
- (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, 2010 pursuant to the GMSSP.
- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2012 pursuant to the GMSSP.
- (5) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2011 pursuant to the GMSSP.
- (6) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2010 pursuant to the GMSSP.
- (7) Restricted Stock Units ("RSUs") were awarded on February 13, 2014, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). Two-thirds of these RSUs will vest on February 13, 2016 and the remaining one-third will vest on February 13, 2017.
- (8) Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest. Under the GMLTIP, RSUs do not have a conversion or exercise price or a date on which they expire or are exercisable.
- (9) These RSUs will vest on February 13, 2015.

- Grants of SSUs 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
- (10) 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. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.

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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