

General Motors Co
Form 4
April 02, 2015

FORM 4

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

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).

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 *
Timko Thomas S

(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)
04/01/2015

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)
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)	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)		
				(A) or (D)	Price				
Common Stock ⁽¹⁾	04/01/2015		M		26,911	A	\$ 0	48,453	D
Common Stock	04/01/2015		F		10,771	D	\$ 36.74	37,682	D
Common Stock ⁽¹⁾	04/01/2015		M		7,475	A	\$ 0	45,157	D
Common Stock	04/01/2015		F		3,544	D	\$ 36.74	41,613	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)	8. Amount or Number of Shares
Restricted Stock Units ⁽²⁾ ⁽³⁾	\$ 0 ⁽⁴⁾	04/01/2015		M	26,911	⁽⁴⁾ ⁽⁴⁾	Common Stock	26,911
Restricted Stock Units ⁽²⁾ ⁽⁵⁾	\$ 0 ⁽⁴⁾	04/01/2015		M	7,475	⁽⁴⁾ ⁽⁴⁾	Common Stock	7,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Timko Thomas S 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			Vice President	

Signatures

/s/ Robert C. Shrosbree, attorney-in-fact for Mr. Timko
Date: 04/02/2015

**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 and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on April 1, 2013 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP").

(2) RSUs reported in this item were awarded on April 1, 2013, pursuant to the Company's GMLTIP. Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest provided that the conditions in the GMLTIP have been satisfied. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price.

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- (3) The RSUs in this item were granted on April 1, 2013 and were settled on April 1, 2015.
- (4) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
- (5) The RSUs in this grant began vesting annually in three equal installments on April 1, 2014 provided that the reporting person remains continuously employed through the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.