

General Motors Co
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Tsien Matthew

(Last) (First) (Middle)
300 RENAISSANCE
CENTER, M/C: 482-C23-D24
(Street)

DETROIT, MI 48265

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
General Motors Co [GM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

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)	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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	12/31/2016		M	98	A \$ 0	1,698	D
Common Stock	12/31/2016		D	51	D \$ 34.99	1,647	D
Common Stock	12/31/2016		F	47	D \$ 34.99	1,600	D

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

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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. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Salary Stock Units ⁽²⁾	\$ 0	12/31/2016		M	98	<u>(3)</u>	<u>(3)</u>	Common Stock	98	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tsien Matthew 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265			Executive Vice President	

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Tsien 01/04/2017

**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 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, 2016 in cash, less a portion withheld for taxes.

(2) Each SSU is the economic equivalent of one share of the Company's Common Stock. Grants of SSUs are fully vested when made and settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gave the Reporting Person the option of having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common 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 December 30, 2016, which was \$34.99.

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(3) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

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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