

General Motors Co
Form 4
January 05, 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 *
Canada GEN Investment Corp

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1240 BAY STREET, SUITE 302

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

____ Director
____ Officer (give title below)
____X____ 10% Owner
____X____ Other (specify below)

See Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting Person

TORONTO, A6 M5R 2A7

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share				(A) Amount Price	73,389,831	D (1)	
Series A Preferred Stock, par value \$0.01 per share	12/31/2014		J(2)	16,101,695 D \$ 25 (2) 0		D (1) (3)	

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canada GEN Investment Corp 1240 BAY STREET, SUITE 302 TORONTO, A6 M5R 2A7		X		See Remarks
Canada Development Investment Corp 1240 BAY STREET, SUITE 302 TORONTO, A6 M5R 2A7		X		See Remarks

Signatures

/s/ Michael Carter, Canada GEN Investment Corporation
01/05/2015
**Signature of Reporting Person Date

/s/ Michael Carter, Canada Development Investment Corporation
01/05/2015
**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)

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These securities are owned directly by Canada GEN Investment Corporation, which is a wholly-owned subsidiary of Canada Development Investment Corporation. Canada Development Investment Corporation is an indirect beneficial owner of the reported securities. Canada Development Investment Corporation is a Canadian federal Crown corporation, meaning that it is a business corporation established under the Canada Business Corporations Act, owned by the federal Government of Canada.

- (2) The reported securities were called for redemption by the issuer at a price equal to their liquidation amount of \$25 per share (plus any accrued and unpaid dividends).
- (3) Pursuant to an arrangement between the Government of Canada and the Province of Ontario, the Government of Canada will provide the Province of Ontario with one-third of the net proceeds from the redemption of the reported securities.

Remarks:

The reporting persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934, as amended.

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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