General Motors Co Form 4 June 13, 2014

FORM 4

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

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 * Barra Mary T

(Middle) (Last) (First)

300 RENAISSANCE CENTER, M/C: 482-C25-A36

(Street)

2. Issuer Name and Ticker or Trading Symbol

General Motors Co [GM]

3. Date of Earliest Transaction (Month/Day/Year) 06/11/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(D) or Indirect Beneficial

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Instr. 3)

DETROIT, MI 48265-3000

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

Beneficially Owned Following Reported Transaction(s)

Securities

(I) (Instr. 4) (Instr. 3 and 4)

7. Nature of

Ownership

(Instr. 4)

Indirect

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (In Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Restricted Common Stock \$0 06/11/2014 Α 69,214 (2) (2)69,214 Stock Units (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

Chief Executive Officer

Barra Mary T

300 RENAISSANCE CENTER

M/C: 482-C25-A36

DETROIT, MI 48265-3000

Signatures

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

Barra

06/13/2014

**Signature of Reporting Person

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).
- Restricted Stock Units ("RSUs") were awarded on June 11, 2014, pursuant to the Company's 2014 Long-Term Incentive Plan (the
- (1) "GMLTIP"). The RSUs will vest annually in three equal installments beginning on February 13, 2015 pursuant to the terms of the GMLTIP. Upon vesting, each RSU will be settled by delivery of one share of the Company's common stock.
- (2) The RSUs do not have a date on which they become exercisable or expire.

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.

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