

General Motors Co  
Form 4  
February 15, 2017

# 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

### OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Reuss Mark L

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-C23-D24

(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)  
02/13/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock <u>(1)</u>            | 02/13/2017                              |                                                             | M                                    | 11,074                                                                  | A \$ 0 92,514                                                                                                      | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/13/2017                              |                                                             | F                                    | 5,117                                                                   | D \$ 35.36 87,397                                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock <u>(2)</u>            | 02/13/2017                              |                                                             | M                                    | 57,160                                                                  | A \$ 0 144,557                                                                                                     | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/13/2017                              |                                                             | F                                    | 26,014                                                                  | D \$ 35.36 118,543                                                                                                 | D                                                                       |                                                                                |
| Common<br>Stock <u>(3)</u>            | 02/13/2017                              |                                                             | M                                    | 8,969                                                                   | A \$ 0 127,512                                                                                                     | D                                                                       |                                                                                |

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|                             |            |   |         |   |          |         |   |
|-----------------------------|------------|---|---------|---|----------|---------|---|
| Common Stock                | 02/13/2017 | F | 4,144   | D | \$ 35.52 | 123,368 | D |
| Common Stock <sup>(4)</sup> | 02/13/2017 | A | 157,406 | A | \$ 0     | 280,774 | D |
| Common Stock                | 02/13/2017 | F | 72,722  | D | \$ 35.52 | 208,052 | D |

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

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SEC 1474  
(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. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                         | Amount or Number of Shares |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0                                                   | 02/13/2017                           |                                                    | M                              |                                                                                         | 11,074                                                   |     | <u>(6)</u>                                                    | <u>(6)</u>      | Common Stock                                                  | 11,074                     |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0                                                   | 02/13/2017                           |                                                    | M                              |                                                                                         | 57,160                                                   |     | <u>(6)</u>                                                    | <u>(6)</u>      | Common Stock                                                  | 57,160                     |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0                                                   | 02/13/2017                           |                                                    | M                              |                                                                                         | 8,969                                                    |     | <u>(6)</u>                                                    | <u>(6)</u>      | Common Stock                                                  | 8,969                      |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                    |
|--------------------------------------------------------------------------------------|----------------------------------|
|                                                                                      | Director 10% Owner Officer Other |
| Reuss Mark L<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-D24<br>DETROIT, MI 48265-3000 | Executive<br>Vice<br>President   |

## Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr.  
Reuss

02/15/2017

\_\_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).

The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs")  
(1) awarded on February 13, 2014 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 13, 2014,  
(2) pursuant to the 2009 GMLTIP. This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on June 11, 2014,  
(3) pursuant to the 2014 GMLTIP. This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

On June 11, 2014, the Reporting Person received a grant of Performance Stock Units (PSUs). Under the grant, PSUs could be earned  
(4) based on the achievement of performance conditions relating to ROIC-adjusted and Global Market Share from January 1, 2014 to December 31, 2016. PSUs vested and settled in shares of common stock on February 13, 2017.

(5) The RSUs in this item were granted on February 13, 2014 and were settled on February 13, 2017.

(6) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

(7) The RSUs in this item were granted on June 11, 2014 and were settled on February 13, 2017.

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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