General Motors Co
Form 4
July 02, 2015
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).

OMB APPROVAL
OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)

| 1. Name and Address of Reporting Person * |  |  |  |
| :--- | :--- | :---: | :---: |
| DeLuca James B. | 2. Issuer Name and Ticker or Trading <br> Symbol <br> General Motors Co [GM] |  |  |
| (Last) | (Mirst) |  |  |
| 300 RENAISSANCE | 3. Date of Earliest Transaction <br> (Month/Day/Year) <br> CENTER, M/C: 482-C25-A36 |  |  |
| (Street) |  |  | 4. If Amendment, Date Original |

DETROIT, MI 48265-3000
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

| (City) | (State) | 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. <br> Transac Code (Instr. 8 ) <br> Code | 4. Secur ction(A) or D (Instr. 3 <br> 8) <br> V Amount | ies Ac sposed 4 and <br> (A) or (D) | quired <br> of (D) <br> 5) <br> Price | 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 <br> Stock ${ }^{(1)}$ | 06/30/2015 |  | M | 357 | A | \$ $0 \underline{(2)}$ | 10,510 | D |  |
| Common Stock | 06/30/2015 |  | D | 187 | D | $\begin{aligned} & \$ \\ & 33.32 \\ & \underline{(2)} \end{aligned}$ | 10,323 | D |  |
| Common <br> Stock | 06/30/2015 |  | F | 170 | D | $\begin{aligned} & \$ \\ & 33.32 \\ & \underline{(2)} \end{aligned}$ | 10,153 | D |  |
| Common Stock ${ }^{(3)}$ | 06/30/2015 |  | M | 211 | A | \$ $0 \underline{(2)}$ | 10,364 | D |  |
|  | 06/30/2015 |  | D | 110 | D |  | 10,254 | D |  |



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

| Persons who respond to the collection of | SEC 1474 |
| :--- | ---: |
| information contained in this form are not | $(9-02)$ |
| required to respond unless the form |  |
| displays a currently valid OMB control |  |
| number. |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number rof | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price Derivati |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Security |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Securities |  |  | (Instr. 5) |
|  | Derivative |  |  |  | Acquired |  |  |  |
|  | Security |  |  |  | (A) or |  |  |  |
|  |  |  |  |  | Disposed of (D) |  |  |  |
|  |  |  |  |  | (Instr. 3, 4, |  |  |  |

Amount
or
Number of Shares

Salary

| Stock | (4) | $06 / 30 / 2015$ | $M$ | 357 | (4) | (4) | Common <br> Stock | 357 | $\$ 0$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |

(2)

Salary
$\begin{array}{lllllllll}\text { Stock } & \$ 0 \underline{(4)} & 06 / 30 / 2015 & M & 211 & \underline{(4)} & \underline{4}) & \begin{array}{c}\text { Common } \\ \text { Units } \\ \text { (2) }\end{array} & \underline{4} \\ \text { Stock }\end{array} \quad 211 \quad \$ 0$ (3)

## Reporting Owners

## Reporting Owner Name / Address

Relationships
Director $10 \%$ Owner Officer Other

DeLuca James B.
300 RENAISSANCE CENTER
M/C: 482-C25-A36
DETROIT, MI 48265-3000

## Executive

Vice
President

## Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr.

DeLuca
07/02/2015
$\stackrel{* *}{*}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
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
(1) June 30, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP"). The portion of this award currently payable was settled on June 30, 2015 in cash, less a portion withheld for taxes.

Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the Reporting Person the
(2) option of having a settlement made by delivery of shares of the Company's common stock or by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was $\$ 33.32$.

The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on June 30, 2013
(3) pursuant to the GMSSP. The portion of this award currently payable was settled on June 30, 2015 in cash, less a portion withheld for taxes.
(4) 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.
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.

