

General Motors Co  
Form 4  
February 14, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stevens Charles K. III

(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)

02/10/2017

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 & CFO

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<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 02/10/2017                              |                                                             | M                                    | 10,376 A                                                                | \$ 0 57,318                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/10/2017                              |                                                             | F                                    | 3,364 D                                                                 | \$ 35.17 53,954                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock <sup>(2)</sup>        | 02/11/2017                              |                                                             | M                                    | 6,360 A                                                                 | \$ 0 60,314                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/11/2017                              |                                                             | F                                    | 1,922 D                                                                 | \$ 35.17 58,392                                                                                                    | D                                                                    |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|---------------------------------------------------------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date                                                  | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units <sup>(3)</sup>         | \$ 0                                                                  | 02/10/2017                              |                                                             | M                                       |                                                                                                              | 10,376                                                         |     | <u>(4)</u>                                                          | <u>(4)</u>                                                          | Common<br>Stock | 10,376                              |
| Restricted<br>Stock<br>Units <sup>(5)</sup>         | \$ 0                                                                  | 02/11/2017                              |                                                             | M                                       |                                                                                                              | 6,360                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>                                                          | Common<br>Stock | 6,360                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                                      |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                              | Other |
| Stevens Charles K. III<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-D24<br>DETROIT, MI 48265-3000 |               |           | Executive<br>Vice President<br>& CFO |       |

## Signatures

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

02/14/2017

                    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 and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 10, 2016, pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP").
- (2) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 11, 2015, pursuant to the 2014 GMLTIP.

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- (3) The RSUs reported in this item were granted on February 10, 2016 and began being settled in three equal, annual installments on February 10, 2017. Each RSU represents a right to receive one share of the Company's common stock upon settlement.
- (4) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
- (5) The RSUs reported in this item were granted on February 11, 2015 and began being settled in three equal, annual installments on February 11, 2016. Each RSU represents a right to receive one share of the Company's common stock upon settlement.

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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