Boler-Davis Alicia S Form 4 February 12, 2019

FORM 4

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Boler-Davis Alicia S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			General Motors Co [GM]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
300 RENAISSANCE			02/10/2019	_X_ Officer (give title Other (specify		
CENTER, M/C: 482-C23-D24				below) below) Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DETER OVE 14 402 (7 0000			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
DETROIT, MI 48265-3000						
(City)	(State)	(Zip)	Table I. Non Dordon Committee A.	'		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	02/10/2019		A	44,932	A	\$0	105,071	D	
Common Stock	02/10/2019		F	16,168	D	\$ 38.7	88,903	D	
Common Stock (2)	02/10/2019		M	3,007	A	\$0	91,910	D	
Common Stock	02/10/2019		F	946	D	\$ 38.7	90,964	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. Transact Code (Instr. 8)	5. Number iomf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day	ate	7. Title and L Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0	02/10/2019		M	3,007	<u>(4)</u>	<u>(4)</u>	Common Stock	3,007	

President

02/12/2019

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Boler-Davis Alicia S			Evacutiva					
300 RENAISSANCE CENTER			Executive					
7.1/G 100 G00 D01			Vice					

M/C: 482-C23-D24 DETROIT, MI 48265-3000

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Ms. **Boler-Davis**

> **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).
 - On February 10, 2016, the Reporting Person received a grant of Performance Stock Units ("PSUs") under the Company's 2014
- (1) Long-Term Incentive Plan (the "2014 LTIP"). Under the grant, the PSUs could be earned based on the achievement of certain financial targets. The PSUs vested on February 10, 2019, and were awarded in shares of Common Stock.
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded to the Reporting Person on February 10, 2016, under the Company's 2014 LTIP.
- (3) The RSUs were awarded on February 10, 2016, under the 2014 LTIP. One-third of the RSUs vested on February 10, 2017, February 10, 2018, and February 10, 2019, respectively. Each RSU represents a right to receive one share of the Company's Common Stock upon

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settlement.

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