

Suryadevara Dhivya  
Form 4  
February 12, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Suryadevara Dhivya

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-C23-A68

(Street)

DETROIT, MI 48207

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
General Motors Co [GM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2019

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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 02/10/2019                              |                                                             | A                                    | 33,025                                                                  | A \$ 0                                                                                                             | 58,642                                                               | D                                       |
| Common<br>Stock                       | 02/10/2019                              |                                                             | F                                    | 14,424                                                                  | D \$<br>38.7                                                                                                       | 44,218                                                               | D                                       |
| Common<br>Stock <sup>(2)</sup>        | 02/10/2019                              |                                                             | M                                    | 2,210                                                                   | A \$ 0                                                                                                             | 46,428                                                               | D                                       |
| Common<br>Stock                       | 02/10/2019                              |                                                             | F                                    | 931                                                                     | D \$<br>38.7                                                                                                       | 45,497                                                               | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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. Pr<br>Deriv<br>Secu<br>(Instr |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|----------------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date               | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units <sup>(3)</sup>         | \$ 0                                                               | 02/10/2019                              |                                                             | M                                    |                                                                                                                 | 2,210                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>                       | Common<br>Stock | 2,210                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                        | Other |
| Suryadevara Dhivya<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-A68<br>DETROIT, MI 48207 |               |           | Executive Vice President & CFO |       |

## Signatures

/s/ Tia Y. Turk, Attorney-in-Fact for Ms.  
Suryadevara

02/12/2019

\_\_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.

(2) 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.

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