General Motors Co Form 4 October 02, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

may continue. See Instruction

1(b).

obligations

Form 5

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

(Print or Type Responses)

(Last)

 Name and Address of Reporting Persor 	1
Barra Mary T	

(First) (Middle)

300 RENAISSANCE

CENTER, M/C: 482-C25-A36

(Street)

2. Issuer Name and Ticker or Trading Symbol

General Motors Co [GM]

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

09/30/2014

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

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	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio 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)	09/30/2014		M	6,580	A	\$ 0 (2)	103,387	D	
Common Stock	09/30/2014		D	3,461	D	\$ 32.11 (2)	99,926	D	
Common Stock	09/30/2014		F	3,119	D	\$ 32.11 (2)	96,807	D	
Common Stock (3)	09/30/2014		M	9,094	A	\$ 0 (2)	105,901	D	
	09/30/2014		D	4,783	D		101,118	D	

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Common Stock					\$ 32.11 (2)		
Common Stock	09/30/2014	F	4,311	D	\$ 32.11 (2)	96,807	D
Common Stock (4)	09/30/2014	M	8,415	A	\$ 0 (2)	105,222	D
Common Stock	09/30/2014	D	4,426	D	\$ 32.11 (2)	100,796	D
Common Stock	09/30/2014	F	3,989	D	\$ 32.11 (2)	96,807	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. Transactic Code (Instr. 8)	5. Number out 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. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (1)	<u>(2)</u>	09/30/2014		M	6,580	<u>(5)</u>	<u>(5)</u>	Common Stock	6,580	\$0.
Salary Stock Units (3)	\$ 0 (2)	09/30/2014		M	9,094	<u>(5)</u>	(5)	Common Stock	9,094	\$ 0
Salary Stock Units (4)	\$ 0 (2)	09/30/2014		M	8,415	<u>(5)</u>	(5)	Common Stock	8,415	\$0,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barra Mary T

300 RENAISSANCE CENTER

M/C: 482-C25-A36

DETROIT, MI 48265-3000

Chief Executive Officer

Signatures

/s/ Anne T. Larin, attorney-in-fact for Ms. Barra

10/02/2014

**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 upon the settlement of a portion of a grant of Salary Stock Units ("SSUs) awarded on (1) September 30, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on September 30, 2014.
 - Each SSU is the economic equivalent of one share of the Company's common stock (the "Stock"). Grants of SSU are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP tives the employee the
- option of having a settlement made by delivery of the Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the Stock is the average of the high and low trading prices for the Stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$32.11. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.
- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2012.
- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2011.
- (5) 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.

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