

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeLuca James B.

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-C25-A36

(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)

06/30/2015

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 \_\_\_\_ Other (specify  
below) 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

**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.<br>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>        | 06/30/2015                              |                                                             | M                                       | 357                                                                     | A \$ 0 <sup>(2)</sup>                                                                                              | 10,510                                                               | D                                       |
| Common<br>Stock                       | 06/30/2015                              |                                                             | D                                       | 187                                                                     | D \$<br>33.32 <sup>(2)</sup>                                                                                       | 10,323                                                               | D                                       |
| Common<br>Stock                       | 06/30/2015                              |                                                             | F                                       | 170                                                                     | D \$<br>33.32 <sup>(2)</sup>                                                                                       | 10,153                                                               | D                                       |
| Common<br>Stock <sup>(3)</sup>        | 06/30/2015                              |                                                             | M                                       | 211                                                                     | A \$ 0 <sup>(2)</sup>                                                                                              | 10,364                                                               | D                                       |
|                                       | 06/30/2015                              |                                                             | D                                       | 110                                                                     | D                                                                                                                  | 10,254                                                               | D                                       |

# Edgar Filing: General Motors Co - Form 4

|        |            |  |   |     |            |            |       |        |
|--------|------------|--|---|-----|------------|------------|-------|--------|
| Common |            |  |   |     | \$         |            |       |        |
| Stock  |            |  |   |     | 33.32      |            |       |        |
|        |            |  |   |     | <u>(2)</u> |            |       |        |
| Common | 06/30/2015 |  | F | 101 | D          | \$         | 33.32 | 10,153 |
| Stock  |            |  |   |     |            | <u>(2)</u> |       | 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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (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. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |      |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |      |
| Salary<br>Stock<br>Units <u>(1)</u><br><u>(2)</u>   | <u>(4)</u>                                                            | 06/30/2015                              |                                                             | M                                       | 357                                                                                                                | <u>(4)</u>                                                     | <u>(4)</u>                                                          | Common<br>Stock                                     | 357                                    | \$ 0 |
| Salary<br>Stock<br>Units <u>(2)</u><br><u>(3)</u>   | \$ 0 <u>(4)</u>                                                       | 06/30/2015                              |                                                             | M                                       | 211                                                                                                                | <u>(4)</u>                                                     | <u>(4)</u>                                                          | Common<br>Stock                                     | 211                                    | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                                |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                        | Other |
| DeLuca James B.<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br>DETROIT, MI 48265-3000 |               |           | Executive<br>Vice<br>President |       |

## Signatures

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

07/02/2015

\_\_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) 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 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  
(2) 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.

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