

General Motors Co
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
UAW Retiree Medical Benefits Trust

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WALKER STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
See Remarks

DETROIT, MI 48207

(City) (State) (Zip)

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

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 |
| Series A Fixed Rate Cumulative Perpetual Preferred Stock | 12/31/2014 | | J ⁽²⁾ | | 140,000,000 | D | \$ 25 0 |
| | | | | | | D | ⁽¹⁾ |

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| UAW Retiree Medical Benefits Trust 200 WALKER STREET DETROIT, MI 48207 | | | | See Remarks |

Signatures

/s/ Alain Lebec, Senior Managing Director of Brock Fiduciary Services LLC, on behalf of the Reporting Person 01/05/2015

__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).
- Pursuant to the Stockholders Agreement, by and among General Motors Company, UST, 7176384 Canada Inc., the Reporting Person and, solely for the purposes of Section 6.20 thereof, General Motors LLC, dated as of October 15, 2009, the Reporting Person has the right to designate one nominee to the Issuer's Board of Directors (which designation is subject to the consent of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and, if the designated nominee is not independent within the meaning of NYSE rules, to the consent of the UST, such consent not to be unreasonably withheld) so long as the Reporting Person holds 50% of the shares of Common Stock it held as of July 10, 2009. The Reporting Person hereby disclaims beneficial ownership of any securities owned by its director nominee.
- (1) On December 31, 2014, the reported securities were redeemed by the Issuer at price equal to their liquidation preference of \$25 per share (plus accrued and unpaid dividends, if any).

Remarks:

Alain Lebec is signing on behalf of the Reporting Person pursuant to the UAW Retiree Medical Benefits Trust Independent Filing Agreement.

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.