General Motors Co Form 4 July 30, 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

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

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* de Nysschen Carel J.

(First)

Symbol

(Middle)

(Zip)

General Motors Co [GM]

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

07/28/2015

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

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

X\_ Officer (give title

Issuer

below)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

**Executive Vice President** 

6. Ownership

Form: Direct

(I)

(Instr. 4)

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

DETROIT, MI 48265-3000

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

#### Edgar Filing: General Motors Co - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (1)	\$ 31.32	07/28/2015		A		309,111		<u>(1)</u>	07/28/2025	Common Stock	309,11

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
200 pozonieg () (1002 2 (unito ) 12 unito (1002 2 (unito ) 1002 2 (unito ) 100	Director	10% Owner	Officer	Other				
de Nysschen Carel J. 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT MI 48265-3000			Executive Vice President					

### **Signatures**

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Mr. de Nysschen 07/30/2015

\*\*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 stock options were granted under the 2014 General Motors Long-Term Incentive Plan and vest as follows: 40% on February 15, 2017; 20% on February 15, 2018 upon meeting or exceeding the median Total Shareholder Return ("TSR") of the original equipment manufacturers, other than GM, as of the grant date in the Dow Jones Automobiles and Parts Titan 30 Index ("OEM Peer Group") for the period July 28, 2015 through December 31, 2017; 20% on February 15, 2019 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2018; and 20% on February 15, 2020 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.

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.

Reporting Owners 2