General Motors Co Form 4 January 04, 2017

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Number: January 31, 2005

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. *See* Instruction 1(b).

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 Ad Jacoby Stefan	_	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			General Motors Co [GM]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
300 RENAISSANCE			12/31/2016	_X_ Officer (give title Other (specify		
CENTER, M/C: 482-C23-D24 (Street)				below) below) Executive Vice President		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

DETROIT, MI 48265-3000

(Ctota)

(City)	(State)	Z _{1p)} Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y 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. Securin(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	12/31/2016		Code V M	Amount 4,901	(D)	Price \$ 0	(Instr. 3 and 4) 23,671	D	
Common Stock	12/31/2016		D	2,767	D	\$ 34.99	20,904	D	
Common Stock	12/31/2016		F	2,134	D	\$ 34.99	18,770	D	

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

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number.

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number to for 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 (2)	\$ 0 (3)	12/31/2016		M	4,901	(3)	(3)	Common Stock	4,901	\$ (

Reporting Owners

	Relationships						
Director	10% Owner	Officer	Other				
		. 100					
)	virector						

Signatures

DETROIT, MI 48265-3000

/s/ Tia Y. Turk, Attorney-In-Fact for Mr.
Jacoby 01/04/2017

**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 (1) on December 31, 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 December 31, 2016 in cash, less a portion withheld for taxes.
 - currently payable was settled on December 31, 2016 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

settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gave the Reporting Person the option of

- having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common 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 December 30, 2016, which was \$34.99.
- (3) 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.

Reporting Owners 2

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