Stevens Charles K. III Form 4 October 27, 2017

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.

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Stevens Charles K. III

> (First) (Middle)

> > (Zip)

300 RENAISSANCE

DETROIT, MI 48265-3000

CENTER, M/C: 482-C23-D24 (Street)

(State)

2. Issuer Name and Ticker or Trac Symbol

General Motors Co [GM]

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

10/27/2017

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

ding	5. Relationship of Reporting Person(s) to Issuer					
	(Check all applicable)					
	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President & CFO					
	6. Individual or Joint/Group Filing(Check					
	Applicable Line)					
	X Form filed by One Reporting Person					
	Form filed by More than One Reporting					

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

Person

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock	10/27/2017		M	249,458	A	\$ 31.32	326,510	D	
Common Stock	10/27/2017		S	249,458	D	\$ 44.46 (1)	77,052	D	
Common Stock	10/27/2017		S	16,000 (2)	D	\$ 44.9 (3)	61,052	D	

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 31.32	10/27/2017		M	249,458	<u>(4)</u>	07/28/2025	Common Stock	249,45

Reporting Owners

Reporting Owner Name / Address	Relationships

Officer Director 10% Owner Other

Stevens Charles K. III 300 RENAISSANCE CENTER M/C: 482-C23-D24

DETROIT, MI 48265-3000

Executive Vice President & CFO

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Stevens

10/27/2017

**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 price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from (1) \$44.25 to \$45.15, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- (2) The sales reported in this line were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in May 2017.
 - The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from
- (3) \$45.15 to \$44.70, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.
- (4) The stock options were granted on July 28, 2015 under the 2014 Long-Term Incentive Plan and vested on February 15, 2017.

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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