

Stevens Charles K. III
 Form 4
 February 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Stevens Charles K. III

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

DETROIT, MI 48265-3000

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/09/2018		S		35,000 (1) 40.88 (2)	D	D
Common Stock (3)	02/10/2018		M		10,375	A	D
Common Stock	02/10/2018		F		2,824	D	D
Common Stock (4)	02/11/2018		M		6,360	A	D
Common Stock	02/11/2018		F		1,731	D	D

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Common Stock ⁽⁵⁾	02/11/2018	A	114,482	A	\$ 0	152,714	D
Common Stock	02/11/2018	F	49,973	D	\$ 41.46	102,741	D

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

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(9-02)

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. Amount or Number of Shares
Restricted Stock Units ⁽⁶⁾	\$ 0	02/10/2018		M	10,375	<u>(7)</u> / <u>(7)</u>	Common Stock	10,375
Restricted Stock Units ⁽⁸⁾	\$ 0	02/11/2018		M	6,360	<u>(7)</u> / <u>(7)</u>	Common Stock	6,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	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 02/13/2018

__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).

(1) The sales reported in this line were effected pursuant to a Rule 10b5-1 trading plan.

The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from

(2) \$40.68 to \$41.03, 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.

(3) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 10, 2016.

(4) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 11, 2015.

(5) On February 11, 2015, the Reporting Person received a grant of Performance Stock Units ("PSUs"). Under the grant, PSUs could be earned based on the achievement of certain financial targets. PSUs vested and settled in shares of common stock on February 11, 2018.

(6) The RSUs were awarded on February 10, 2016. One-third of the RSUs vested on February 10, 2018, and the remaining one-third will vest on February 10, 2019. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

(7) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

(8) The RSUs in this item were granted on February 11, 2015 and were settled on February 11, 2018.

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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