

General Motors Co
Form 4
January 05, 2015

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 *
Girsky Stephen J

(Last) (First) (Middle)

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

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	12/31/2014		M		8,679 A \$ 0 ⁽²⁾	111,705	D
Common Stock	12/31/2014		D		4,903 D \$ 35.17 ⁽²⁾	106,802	D
Common Stock	12/31/2014		F		3,776 D \$ 35.17 ⁽²⁾	103,026	D
Common Stock ⁽³⁾	12/31/2014		M		9,731 A \$ 0 ⁽²⁾	112,757	D
	12/31/2014		D		6,016 D	106,741	D

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Common Stock					\$ 35.17 (2)		
Common Stock	12/31/2014	F	3,715	D	\$ 35.17 (2)	103,026	D
Common Stock (4)	12/31/2014	M	13,195	A	\$ 0 (2)	116,221	D
Common Stock	12/31/2014	D	8,000	D	\$ 35.17 (2)	108,221	D
Common Stock	12/31/2014	F	5,195	D	\$ 35.17 (2)	103,026	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. 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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Salary Stock Units (1)	\$ 0 (2)	12/31/2014		M		8,679	(5)	(5)	Common Stock	8,679
Salary Stock Units (3)	\$ 0 (2)	12/31/2014		M		9,731	(5)	(5)	Common Stock	9,731
Salary Stock Units (4)	\$ 0 (2)	12/31/2014		M		13,195	(5)	(5)	Common Stock	13,195
Deferred Share Units (6)	\$ 0 (6)	12/31/2014		A		1,498	(6)	(6)	Common Stock	1,498
	\$ 0 (7)	12/31/2014		A		21	(7)	(7)		21

Deferred
Share
Units (7)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Girsky Stephen J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	X			

Signatures

/s/ Robert C. Shrosbree, attorney-in-fact for Mr. Girsky
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).
- (1) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded 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, 2014.
- Each SSU is the economic equivalent of one share of the Company's common stock (the "Stock"). Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the employee the option of having a settlement made by delivery of the Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the 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 the date of the transaction, which was \$35.17. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.
- (2) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2012.
- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2011.
- (4) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- As of July 1, 2014, Mr. Girsky ceased being an employee of the Company and remained on the Board of Directors as a Non-Employee Director. Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2014 pursuant to the General Motors Company Deferred Compensation Plan (the "Plan") for Non-Employee Directors. Each non-employee director is required to defer one-half of the \$200,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The retainer fee is converted to DSUs based on the average closing price of the Common Stock for the previous calendar year. Amounts credited as DSUs will be paid in cash after the director leaves the Board. The Deferred Share Units do not have a conversion or exercise price, or an exercise or expiration date.
- (5) Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

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.