

General Motors Co
Form 4/A
July 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Ammann Daniel

(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)
03/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
04/02/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾ ₍₂₎ ₍₃₎	03/31/2015		M	9,048	A \$ 0	158,739 ⁽¹⁾ ₍₂₎	D
Common Stock	03/31/2015		F	4,236	D \$ 37.75	154,503 ⁽¹⁾ ₍₂₎	D
Common Stock ⁽⁴⁾	03/31/2015		M	8,338	A \$ 0	162,841 ⁽¹⁾ ₍₂₎	D
Common Stock	03/31/2015		F	3,903	D \$ 37.75	158,938 ⁽¹⁾ ₍₂₎	D

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

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SEC 1474
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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 (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 or Derivative Security (Instr. 3)
Salary Stock Units ⁽⁵⁾	\$ 0 ⁽⁶⁾	03/31/2015		M	9,048	⁽⁷⁾ / ⁽⁷⁾	Common Stock	9,048
Salary Stock Units ⁽⁸⁾	\$ 0 ⁽⁶⁾	03/31/2015		M	8,338	⁽⁷⁾ / ⁽⁷⁾	Common Stock	8,338

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ammann Daniel 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000			President	

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr. Ammann 07/02/2015

__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) This amended Form 4 is being filed to correct the Form 4 filed by the Reporting Person on April 2, 2015 (the "Latest Form 4 Filing"), which incorrectly reported in Column 5 of Table I the amount of securities beneficially owned following each of the reported transactions. The Reporting Person filed a Form 4 on July 5, 2011 that contained an inadvertent computational error that overstated beneficial ownership by 11,118 shares. In addition, the Form 4 filings that were filed on July 5, 2011, October 4, 2011 and January 4,

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2012 inadvertently reported the receipt of 16,865, 25,247 and 25,359 Salary Stock Units, respectively, in Table I as shares beneficially owned, instead of in Table II as derivative securities beneficially owned. (Continued in the next footnote.)

(Continued from prior footnote.) Additionally, the Reporting Person filed a Form 4 on January 3, 2014 that inadvertently reported the net shares received by the Reporting Person upon settlement of Salary Stock Units as the amount of shares withheld for tax purposes (and vice versa), which resulted in a partially offsetting computational error of 3,004 shares. The errors in these filings carried forward in subsequent Form 4 filings and resulted in overstatements in the amounts of securities beneficially owned. Each of the amounts reported in Column 5 of Table I in the Latest Form 4 Filing was overstated by 75,585 shares.

- (3) 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 March 31, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on March 31, 2015.

- (4) 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 March 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 March 31, 2015.

- (5) The SSUs reported in this item were granted on March 31, 2012 and were settled on March 31, 2015.

- (6) Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSU are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant, by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$37.75.

- (7) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

- (8) The SSUs reported in this item were granted on March 31, 2013 and began being settled in three equal, annual installments on March 31, 2014.

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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