

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Suryadevara Dhiyya</u>	2. Date of Event Requiring Statement (Month/Day/Year) 09/01/2018	3. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [GM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President & CFO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C23-A68			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) DETROIT MI 48207			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,617	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units ⁽¹⁾	(2)	(2)	Common Stock	2,210	(2)	D
Employee Stock Option (Right to Buy) ⁽³⁾	(3)	02/28/2025	Common Stock	113,883	31.32	D
Employee Stock Option (Right to Buy) ⁽⁴⁾	(4)	06/07/2027	Common Stock	36,898	34.34	D
Employee Stock Option (Right to Buy) ⁽⁵⁾	(5)	02/13/2028	Common Stock	22,193	41.4	D

Explanation of Responses:

- The RSUs were awarded on February 10, 2016 and will vest on February 10, 2019. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
- The Stock Options were granted on July 28, 2015. 60% of the options have vested. 20% vest on February 15, 2019 upon GM meeting or exceeding the median Total Shareholder Return ("TSR") of the original equipment manufacturers, other than GM, as of the grant date in the Dow Jones Automobiles and Parts Titan 30 Index ("OEM Peer Group") for the period July 28, 2015 through December 31, 2018; and the remaining 20% will vest on February 15, 2020 upon GM meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.
- The Stock Options were granted on June 7, 2017 and began being settled in three equal, annual installments on February 14, 2018.
- The Stock Options were granted on February 13, 2018 and will vest annually in three equal installments beginning February 13, 2019.

Remarks:

/s/ Tia Y. Turk, Attorney-in-Fact for Ms. Suryadevara 09/11/2018

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Effective September 1, 2018, I will be an officer of General Motors Company ("GM") and as such I will be required to file with the U.S. Securities and Exchange Commission ("SEC") one or more Forms 3, 4 and 5 under Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and the rules promulgated by the SEC under Section 16, and Form 144 under Rule 144 promulgated by the SEC under the Securities Act of 1933, as amended ("Rule 144").

I appoint each of Rick E. Hansen, Robert W. Boyle, Jr., John S. Kim, and Tia Y. Turk as my attorney-in-fact to:

1. Do anything on my behalf that may be necessary or desirable to prepare, complete, and file Forms 3, 4, 5, or 144, or any amendment to those Forms, on a timely basis;
2. Execute such Forms or any amendments to those Forms for me in my name and file such Forms and amendments with the SEC and any stock exchange or similar authority as required by law or rule on my behalf; and
3. Take any other action in connection with those Forms or amendments that may be legally required or appropriate, in the opinion of the attorney-in-fact taking the action.

I give each attorney-in-fact the power and authority to do anything that is required or appropriate in using his or her powers as attorney-in-fact, to the extent that I could act if I were personally present, with full power of substitution. I agree to everything that these attorneys-in-fact (including any substitutes for them) do under this Power of Attorney that is consistent with its terms.

I acknowledge that complying with Section 16 and Rule 144 as they apply to me is my responsibility and that neither GM nor any of these attorneys-in-fact is assuming my responsibilities in that regard.

This Power of Attorney will remain in effect until I am no longer required to make filings under Section 16 or Rule 144, unless I inform these attorneys-in-fact in writing that I have revoked this Power, which I can do at any time.



Dhivya Suryadevara

