SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]

Mendillo Jane L

(Last)   (First)   (Middle)

300 RENAISSANCE CENTER
M/C: 482-C23-D24

(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)
12/31/2016

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

   Officer (give title below)   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Share Units[1]	$0.0[1]	12/31/2016		A		4,559		(1)	(1)	Common Stock	4,559	$0[1]	4,559	D	
Deferred Share Units[2]	$0.0[2]	12/31/2016		A		89		(2)	(2)	Common Stock	89	$0[2]	4,648	D	

Explanation of Responses:

1. Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2016 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 $250,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The retainer fee is pro-rated for a partial year of service converted to DSUs based on the average closing price of the Common Stock for the period of service, which was $31.99. Amounts credited as DSUs will be paid in cash after the director leaves the Board, valued at the average daily closing price of the Common Stock for the quarter immediately preceding payment.

2. Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

Remarks:

/s/ Tia Y. Turk, Attorney-In-Fact for Ms. Mendillo   01/04/2017

** 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 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).

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.