

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Neumann Karl-Thomas</u> (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 492-C25-A36 (Street) DETROIT MI 48265-3000 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [GM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
Employee Stock Option ⁽¹⁾	\$31.32	07/28/2015		A		585,684		(1)	07/28/2025	Common Stock	585,684	\$0	585,684	D	

Explanation of Responses:

1. The stock options were granted under the 2014 General Motors Long-Term Incentive Plan and vest as follows: 40% on February 15, 2017; 20% on February 15, 2018 upon 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, 2017; 20% on February 15, 2019 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2018; and 20% on February 15, 2020 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.

Remarks:

/s/ Robert C. Shrosbree,
Attorney-In-Fact for Dr. 07/30/2015
Neumann

** 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.

POWER OF ATTORNEY

I am a director and/or officer of General Motors Company ("GM") and as such I may be required to file with the Securities and Exchange Commission ("SEC") one or more Forms 3, 4 and 5 under Section 16 of the Securities Exchange Act of 1934 ("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 ("Rule 144").

I appoint each of Marianne J. Carson, Anne T. Larin, Robert Shrosbree, and Tia Y. Turk as my attorney-in-fact to:


1. Execute Forms 3, 4, 5, and 144 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;
2. Do anything on my behalf that may be necessary or desirable to complete and execute such Forms 3, 4, 5, or 144 or any amendment to those Forms and to file those Forms or amendments on a timely basis; 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.

Feb. 13, 2013


Dr. Karl-Thomas Neumann

State of _____

County of _____

Subscribed and sworn to before me
this _____ day of _____, 2013.

Notary Public

UR-Nr. File No.

77/2013

I hereby certify that the above is the true signature, signed in my presence, of

Dr. Karl-Thomas Neumann, born 01.04.1961, business adress: P.O. 300 Renaissance Center, M/C: 482-C25-A36, Detroit, MI 48265-3000, USA, identified to me by German Passport No. 139736690,

The notary public asked the above named parties, whether he was involved in this matter other than a notary public § 3 Abs. 1 Nr. 7 Beurkundungsgesetz. The question was denied by the parties.

Königstein im Taunus, 13.02.2013



Rüdiger Rätz

Notary public

Notarkostenberechnung

berechnet nach der Kostenordnung für Notare (§§ 141, 154 KostO)

Geschäftswert: 225.000,00 € (§§ 18, 41 KostO)

Beglaubigung von Unterschriften §§ 32, 141, 45 I KostO 5/20 100,50 €

Dokumentenpauschale §§ 136 I, II, 152 I KostO (Ablichtungen 2 Seiten) 1,00 €

Zwischensumme netto 101,50 €

19 % Mehrwertsteuer § 151a KostO 19,29 €

zu zahlender Betrag 120,79 €

Notar

Notary public

