

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |           |              |  |  |   |  |
|--|-----------|--------------|--|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Tsien Matthew</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>General Motors Co [ GM ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/13/2017</u>          |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                       |  |
| 300 RENAISSANCE CENTER<br>M/C: 482-C23-D24                       |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  |   |  |
| (Street)   | (City)    | (State)      | (Zip)  |  |   |  |
| <u>DETROIT</u>   | <u>MI</u> | <u>48265</u> |  |  |   |  |

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   |   |  |   |
| Common Stock <sup>(1)</sup>     | 02/13/2017                           |  | M                              |   | 4,049   | A          | \$0     | 5,649   | D  |   |
| Common Stock                    | 02/13/2017                           |  | D                              |   | 2,105   | D          | \$35.36 | 3,544   | D  |   |
| Common Stock                    | 02/13/2017                           |  | F                              |   | 1,944   | D          | \$35.36 | 1,600   | D  |   |
| Common Stock <sup>(2)</sup>     | 02/13/2017                           |  | M                              |   | 28,580  | A          | \$0     | 30,180  | D  |   |
| Common Stock                    | 02/13/2017                           |  | D                              |   | 14,861  | D          | \$35.36 | 15,319  | D  |   |
| Common Stock                    | 02/13/2017                           |  | F                              |   | 13,719  | D          | \$35.36 | 1,600   | D  |   |
| Common Stock <sup>(3)</sup>     | 02/13/2017                           |  | M                              |   | 1,759   | A          | \$0     | 3,359   | D  |   |
| Common Stock                    | 02/13/2017                           |  | D                              |   | 914   | D          | \$35.52 | 2,445   | D  |   |
| Common Stock                    | 02/13/2017                           |  | F                              |   | 845   | D          | \$35.52 | 1,600   | D  |   |

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 |   |  |  |   |  |
| Restricted Stock Units <sup>(4)</sup>      | \$0.0  | 02/13/2017                           |  | M                              |   |  | 4,049  | (5)  | (5)             | Common Stock  | 4,049                                      | \$0  | 0   | D  |
| Restricted Stock Units <sup>(4)</sup>      | \$0.0  | 02/13/2017                           |  | M                              |   |  | 28,580 | (5)  | (5)             | Common Stock  | 28,580                                     | \$0  | 0   | D  |
| Restricted Stock Units <sup>(6)</sup>      | \$0.0  | 02/13/2017                           |  | M                              |   |  | 1,759  | (5)  | (5)             | Common Stock  | 1,759                                      | \$0  | 0   | D  |

Explanation of Responses:

- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 13, 2014 pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 13, 2014, pursuant to the 2009 GMLTIP. This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on June 11, 2014, pursuant to the 2014 GMLTIP. This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.
- The RSUs in this item were granted on February 13, 2014 and were settled on February 13, 2017.
- The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
- The RSUs in this item were granted on June 11, 2014 and were settled on February 13, 2017.

Remarks:

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.**