SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
de Nysschen Carel J. (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C25-A36 (Street) DETROIT MI 48265-3000 (City) (State) (Zip)	06/09/2015	General Motors Co [GM]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)
	Director	10% Owner	
X	Officer (give title below)	Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line)
	Executive Vice President		X Form filed by One Reporting Person
			Form filed by More than One Reporting Person

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)

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	Title	Amount or Number of Shares			
Restricted Stock Units(1)(2)	(1)	(1)	Common Stock	41,509	(1)	D	
Restricted Stock Units(1)(3)	(1)	(1)	Common Stock	9,458	(1)	D	

Explanation of Responses:

1. Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2014 Long-Term Incentive Plan (the "GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the GMLTIP have been satisfied.

2. The RSUs reported in this item were awarded on January 5, 2015 pursuant to the GMLTIP. Of these RSUs, 13,837 will vest on October 1, 2015, 13,836 will vest on October 1, 2016, and 13,836 will vest on October 1, 2017, provided that the reporting person remains continuously employed through the vesting date.

3. The RSUs reported in this item were awarded on February 11, 2015 pursuant to the GMLTIP. Of these RSUs, 3,153 will vest on February 11, 2016, 3,153 will vest on February 11, 2017, and 3,152 will vest on February 11, 2018, provided that the reporting person remains continuously employed through the vesting date.

Remarks:

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Mr. de Nysschen — 06/19/2015

** 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.