

General Motors Co
 Form 4
 October 05, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Engle Barry L II

(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)
 10/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units ⁽¹⁾ ₍₂₎	\$ 0 ⁽¹⁾	10/01/2015	A	8,152	⁽¹⁾	⁽¹⁾	Common Stock	8,152
Employee Stock Option ⁽³⁾	\$ 30.67	10/01/2015	A	252,213	⁽³⁾	07/28/2025	Common Stock	252,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engle Barry L II 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Mr. Engle	10/05/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Restricted Stock Units ("RSUs") are awarded pursuant to the Company's 2014 Long-Term Incentive Plan (the "GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest provided that the conditions in the GMLTIP have been satisfied. RSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- (2) The RSUs reported in this item were awarded on October 1, 2015. The RSUs will vest in three equal, annual installments beginning on February 11, 2016 provided that the reporting person remains continuously employed through the vesting date.
- (3) The stock options were granted under the GMLTIP 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 the Company, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.