

General Motors Co
Form 4
January 05, 2016

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOLSO THEODORE M

(Last) (First) (Middle)

**300 RENAISSANCE
CENTER, M/C: 482-C25-A36**

(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)
12/31/2015

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)

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 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |

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

**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 control
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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) | 8. Price of Underlying Securities |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|---|
| | | | | | | | | |

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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) | (Instr. 3, 4, and 5) | | | | | | | |
|---|------------------------------------|------------------|------------|--|-------------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|----|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Deferred Share Units ⁽¹⁾ | \$ 0 ⁽¹⁾ | 12/31/2015 | A | | 16,026 | | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 16,026 | \$ | |
| Deferred Share Units ⁽²⁾ | \$ 0 ⁽²⁾ | 12/31/2015 | A | | 1,152 | | ⁽²⁾ | ⁽²⁾ | Common Stock | 1,152 | \$ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| SOLSO THEODORE M 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | X |

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr. Solso 01/05/2016

 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) Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2015 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 converted to DSUs based on the average closing price of the Common Stock for the previous calendar year, which was \$34.32. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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