

General Motors Co
Form 4/A
July 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 *
Tsien Matthew

(Last) (First) (Middle)

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

(Street)

DETROIT, MI 48265

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
General Motors Co [GM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/03/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Executive Vice President

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 Ownership (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u>	03/01/2016		M	5,224 A	\$ 0 6,824	D	
Common Stock	03/01/2016		D	3,050 D	\$ 29.58 3,774	D	
Common Stock	03/01/2016		F	2,174 D	\$ 29.58 1,600	D	

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

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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)		8. Pr Dep Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽³⁾ ⁽⁴⁾	\$ 0	03/01/2016		M		5,224		<u>(4)</u>	<u>(4)</u>	Common Stock	5,224

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tsien Matthew 300 RENAISSANCE CENTER M/C: 482C25-A36 DETROIT, MI 48265	Executive Vice President

Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr.
Tsien 07/05/2016

__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) The Common Stock reported in this item was issued upon the settlement of a portion of the Restricted Stock Units ("RSUs") awarded in 2013 pursuant to the Company's 2009 Long-Term Incentive Plan ("GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (2) The portion of this award currently payable was settled on March 1, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$29.58, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
- (3) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on March 1, 2013 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.

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- (4) The RSUs in this item were granted on March 1, 2013 and were settled on March 1, 2016.

Remarks:

This amendment is being filed to report the correct settlement of the RSUs. Due to an administrative error, the original filing i

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