General Motors Co Form 4 January 04, 2017

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**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Barra Mary T

> (First) (Middle)

300 RENAISSANCE

CENTER, M/C: 482-C23-D24

DETROIT, MI 48265-3000

(Street)

2. Issuer Name and Ticker or Trading Symbol

General Motors Co [GM]

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

12/31/2016

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

of

Ownership

(Instr. 4)

(9-02)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Securities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transact	ion(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr 3)		anv	Code	(Instr. 3. 4 and 5)	Beneficially	(D) or	Reneficial

()		(Month/Day/Year)	(Instr. 8)		(A)		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock (1)	12/31/2016		M		5,799	A	\$0	123,277	D
Common Stock	12/31/2016		D		3,744	D	\$ 34.99	119,533	D
Common Stock	12/31/2016		F		2,055	D	\$ 34 99	117,478	D

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

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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)	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. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Salary Stock Units (2)	\$ 0 (3)	12/31/2016		M	5,799	(3)	(3)	Common Stock	5,799	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Barra Mary T 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265-3000	X		Chairman & CEO				

Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Ms.

Barra

01/04/2017

**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).
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded (1) on December 31, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on December 31, 2016 in cash, less a portion withheld for taxes.
 - Each SSU is the economic equivalent of one share of the Company's Common Stock. Grants of SSUs are fully vested when made and settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gave the Reporting Person the option of
- having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common Stock is the average of the high and low trading prices for the Stock as reported on the New York Stock Exchange, on which it is listed, on December 30, 2016, which was \$34.99.
- (3) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

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

Reporting Owners 2

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