

General Motors Co
Form 4
April 02, 2015

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 *
Glidden Craig B.

(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)

04/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President & GC

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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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(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. I

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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)	(In						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	04/01/2015	A		69,407		⁽²⁾	⁽²⁾	Common Stock	69,407	
Restricted Stock Units ⁽³⁾	\$ 0 ⁽³⁾	04/01/2015	A		13,099		⁽²⁾	⁽²⁾	Common Stock	13,099	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Glidden Craig B. 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	Executive Vice President & GC

Signatures

/s/ Robert C. Shrosbree, attorney-in-fact for Mr.
Glidden 04/02/2015

__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).

Restricted Stock Units ("RSUs") were awarded on April 1, 2015, pursuant to the Company's 2014 Long-Term Incentive Plan (the "GMLTIP"). One half of the RSUs will vest on April 1, 2016, and the remaining half will vest on April 1, 2017, provided that the

(1) reporting person remains continuously employed through the vesting date. Each RSU represents a right to receive one shares 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. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price.

(2) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

RSUs were awarded on April 1, 2015, pursuant to the Company's GMLTIP. The RSUs will vest annually in three equal installments

(3) beginning on February 11, 2016 pursuant to the terms of the GMLTIP. Upon vesting, each RSU will be settled by delivery of one share of the Company's common stock. The RSUs 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.

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