

Johnson Gerald
Form 3
April 03, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Gerald | | (Month/Day/Year) | General Motors Co [GM] | |
| (Last) | (First) | (Middle) | 04/01/2019 | |
| 300 RENAISSANCE CENTER,Â M/C: 482-C23-A68 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DETROIT,Â MIÂ 48265 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 28,550 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|-----------------|----------------------------------|--|----------------------------------|---|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â <u>(1)</u> | 07/28/2025 | Common Stock | 22,776 \$ 31.32 | | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | Â <u>(2)</u> | 06/07/2027 | Common Stock | 31,627 \$ 34.34 | | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | Â <u>(3)</u> | 02/11/2028 | Common Stock | 19,022 \$ 41.4 | | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | Â <u>(4)</u> | 02/13/2029 | Common Stock | 21,000 \$ 39 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Gerald 300 RENAISSANCE CENTER M/C: 482-C23-A68 DETROIT, MI 48265 | Â | Â | Â Executive Vice President | Â |

Signatures

| | |
|--|------------|
| /s/ Tia Y. Turk, Attorney-in-Fact for Mr. Johnson | 04/03/2019 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These Stock Options were granted on July 28, 2015, (the "Grant Date") under the Company's 2014 Long-Term Incentive Plan (the "DSV Options"). The DSV Options will vest on February 15, 2020, provided that the Company meets or exceeds the median total shareholder return of the 14 original equipment manufacturers (other than GM) on the Dow Jones Automobiles and Parts Titans 30 Index on the Grant Date for the performance period from July 28, 2015, through December 31, 2019.
- (2) These Stock Options were granted on June 7, 2017, under the Company's 2017 Long-Term Incentive Plan (the "2017 LTIP"). Two-thirds of the 31,627 Stock Options granted have vested; the remaining one-third will vest on February 14, 2020.
- (3) These Stock Options were granted on February 13, 2018, under the Company's 2017 LTIP. One-third of the 19,022 Stock Options granted have vested; one-third will vest on February 13, 2020; and one-third will vest on February 13, 2021.
- (4) These Stock Options were granted on February 13, 2019, under the Company's 2017 LTIP. One-third of the 21,000 Stock Options granted will vest on February 13, 2020; one-third will vest on February 13, 2021; and one-third will vest on February 13, 2022.

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.