

Tsien Matthew
Form 4
February 12, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tsien Matthew

(Last) (First) (Middle)
300 RENAISSANCE
CENTER, M/C: 482-C23-D24

(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)
02/10/2019

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)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (1)	02/10/2019		A		80,874	A	\$ 0
Common Stock	02/10/2019		F		33,644	D	\$ 38.7
Common Stock	02/10/2019		D		47,230	D	\$ 38.7
Common Stock (2)	02/10/2019		M		5,413	A	\$ 0
Common Stock	02/10/2019		F		2,126	D	\$ 38.7

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targets. The PSUs vested on February 10, 2019, and were awarded in shares of Common Stock. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.

The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs")

- (2) awarded to the Reporting Person on February 10, 2016, under the Company's 2014 LTIP. The employee is required to have these awards made by delivery in cash, less a portion withheld for taxes.

The RSUs were awarded on February 10, 2016, under the 2014 LTIP. One-third of the RSUs vested on February 10, 2017, February 10,

- (3) 2018, and February 10, 2019, respectively. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (4) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

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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