

General Motors Co
 Form 3
 June 19, 2015

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 Quattrone John J | | (Month/Day/Year) | General Motors Co [GM] | |
| (Last) | (First) | (Middle) | 06/09/2015 | |
| 300 RENAISSANCE CENTER,Â M/C: 482-C25-A36 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DETROIT,Â MIÂ 48265-3000 | | | <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 |
| | | | Senior 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) |
|---------------------------------|---|--|---|

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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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(Instr. 5)

| | | | | | | | |
|---|--------------|--------------|-----------------|--------|---------------|---|---|
| Restricted Stock Units <u>(1)</u> <u>(2)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 7,682 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units <u>(1)</u> <u>(3)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 16,291 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units <u>(1)</u> <u>(4)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,448 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> <u>(6)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 3,259 | \$ <u>(5)</u> | D | Â |
| Restricted Stock Units <u>(5)</u> <u>(7)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 7,508 | \$ <u>(5)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(9)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 259 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(10)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 222 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(11)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 180 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(12)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 153 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(13)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 306 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(14)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 282 | \$ <u>(8)</u> | D | Â |
| Salary Stock Units <u>(8)</u> <u>(15)</u> | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 249 | \$ <u>(8)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quattrone John J 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Mr.
Quattrone

06/19/2015

__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) The Restricted Stock Units ("RSUs") reported in this item were awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "2009 GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2009 GMLTIP have been satisfied.
- (2) The RSUs reported in this item were awarded on March 1, 2013 pursuant to the 2009 GMLTIP and will vest on March 1, 2016, provided that the reporting person remains continuously employed through the vesting date.
- (3) The RSUs reported in this item were awarded on February 13, 2014 pursuant to the 2009 GMLTIP. Of these RSUs, 10,861 will vest on February 13, 2016, and 5,430 will vest on February 12, 2017 provided that the reporting person remains continuously employed through the vesting date.
- (4) The RSUs reported in this item were awarded on February 13, 2014 pursuant to the 2009 GMLTIP and will vest on February 13, 2016, provided that the reporting person remains continuously employed through the vesting date.
- (5) The RSUs reported in this item were awarded under the Company's 2014 Long-Term Incentive Plan (the "2014 GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2014 GMLTIP have been satisfied.
- (6) The RSUs reported in this item were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. Of these RSUs, 1,630 will vest on February 13, 2016 and 1,629 will vest on February 13, 2017, provided that the reporting person remains continuously employed through the vesting date.
- (7) The RSUs reported in this item were awarded on February 11, 2015 pursuant to the 2014 GMLTIP. Of these RSUs, 2,503 will vest on February 11, 2016, 2,503 will vest on February 11, 2017, and 2,502 will vest on February 11, 2018.
- (8) Salary Stock Units ("SSUs") are awarded under the General Motors Company Salary Stock Plan (the "GMSSP"). Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the employee the option of having a settlement made by delivery of the common stock or of cash in an amount equal to the fair market value of the common stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the common stock is the average of the high and low trading prices for the common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction. SSUs do not have an exercisable or expiration date or an exercise or conversion price.
- (9) The SSUs reported in this item were granted on June 30, 2012 and will be settled on June 30, 2015.
- (10) The SSUs reported in this item were granted on September 30, 2012 and will be settled on September 30, 2015.
- (11) The SSUs reported in this item were granted on December 31, 2012 and will be settled on December 31, 2015.
- (12) The SSUs reported in this item were granted on June 30, 2013 and will be settled on March 31, 2016.
- (13) The SSUs reported in this item were granted on June 30, 2013 and will be settled in equal installments on June 30, 2015 and June 30, 2016.
- (14) The SSUs reported in this item were granted on September 30, 2013, and will be settled in equal installments on September 30, 2015 and September 30, 2016.
- (15) The SSUs reported in this item were granted on December 31, 2013. Of these SSUs, 125 will be settled on December 31, 2015 and 124 will be settled on December 31, 2016.

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.