

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>DeLuca James B.</u>  (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 <u>General Motors Co [ GM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	12/31/2013		M		248	A	\$0	248	D	
Common Stock	12/31/2013		D		156	D	\$40.81	92	D	
Common Stock	12/31/2013		F		92	D	\$40.81	0	D	
Common Stock <sup>(2)</sup>	12/31/2013		M		1,205	A	\$0	1,205	D	
Common Stock	12/31/2013		D		760	D	\$40.81	445	D	
Common Stock	12/31/2013		F		445	D	\$40.81	0	D	
Common Stock <sup>(3)</sup>	12/31/2013		M		304	A	\$0	304	D	
Common Stock	12/31/2013		D		191	D	\$40.81	113	D	
Common Stock	12/31/2013		F		113	D	\$40.81	0	D	
Common Stock <sup>(4)</sup>	09/30/2013		M		306	A	\$0	306	D	
Common Stock	09/30/2013		D		209	D	\$35.97	97	D	
Common Stock	09/30/2013		F		97	D	\$35.97	0	D	
Common Stock <sup>(5)</sup>	09/30/2013		M		1,200	A	\$0	1,200	D	
Common Stock	09/30/2013		D		820	D	\$35.97	380	D	
Common Stock	09/30/2013		F		380	D	\$35.97	0	D	
Common Stock <sup>(6)</sup>	09/30/2013		M		621	A	\$0	621	D	
Common Stock	09/30/2013		D		424	D	\$35.97	197	D	
Common Stock	09/30/2013		F		197	D	\$35.97	0	D	

**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)	3A. Deemed 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units <sup>(7)</sup>	\$0.0	02/13/2014		M		11,661		(8)	(8)	Common Stock	11,661	\$0	11,661	D	
Restricted Stock Units <sup>(9)</sup>	\$0.0	02/13/2014		M		3,291		(8)	(8)	Common Stock	3,291	\$0	3,291	D	
Salary Stock Units <sup>(1)</sup>	\$0.0	12/31/2013		M		248		(10)	(10)	Common Stock	248	\$0	496	D	

**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)	3A. Deemed 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Salary Stock Units <sup>(2)</sup>	\$0.0	12/31/2013		M			1,205	(10)	(10)	Common Stock	1,205	\$0	1,205	D	
Salary Stock Units <sup>(3)</sup>	\$0.0	12/31/2013		M			304	(10)	(10)	Common Stock	304	\$0	0	D	
Salary Stock Units <sup>(4)</sup>	\$0.0	09/30/2013		M			306	(10)	(10)	Common Stock	306	\$0	611	D	
Salary Stock Units <sup>(5)</sup>	\$0.0	09/30/2013		M			1,200	(10)	(10)	Common Stock	1,200	\$0	1,200	D	
Salary Stock Units <sup>(6)</sup>	\$0.0	09/30/2013		M			621	(10)	(10)	Common Stock	621	\$0	0	D	

**Explanation of Responses:**

- The Common Stock reported in this item was issued upon the settlement of the portion of a grant of Salary Stock Units ("SSUs") awarded on December 31, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. Each SSU vests upon grant and is the economic equivalent of one share of the Company's Common Stock (the "Common Stock").
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2011 pursuant to the GMSSP.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2010 pursuant to the GMSSP.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2012 pursuant to the GMSSP.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2011 pursuant to the GMSSP.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on September 30, 2010 pursuant to the GMSSP.
- Restricted Stock Units ("RSUs") were awarded on February 13, 2014, pursuant to the Company's 2009 Long-Term Incentive Plan (the "GMLTIP"). Two-thirds of these RSUs will vest on February 13, 2016 and the remaining one-third will vest on February 13, 2017.
- Each RSU represents a right to receive one share of the Company's common stock upon settlement. RSUs will be settled when they vest. Under the GMLTIP, RSUs do not have a conversion or exercise price or a date on which they expire or are exercisable.
- These RSUs will vest on February 13, 2015.
- Grants of SSUs 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 Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the 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 the date of the transaction. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.

**Remarks:**

/s/ Anne T. Larin, attorney-in-  
fact for Mr. DeLuca      02/17/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

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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