## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	DVAL							
OMB Number:	3235-0287							
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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

1. Name and Address of Reporting Person*  SCHOEWE THOMAS M						2. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [ GM ]								neck all appli	tor		10% Ov	wner
	300 RENAISSANCE CENTER						3. Date of Earliest Transaction (Month/Day/Year) 12/31/2015								(give title	Other (specify below)		яреспу 
M/C: 482-C25-A36  (Street)  DETROIT MI 48265		48265-300	00	4. If <i>i</i>									ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Si	ate) (	(Zip)		<u></u>													
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)				action	2A. Deemed Execution Date,			3. Transacti Code (Ins	on str.	4. Securities Acquired n Disposed Of (D) (Inst		ed (A) or str. 3, 4 and	5. Amou Securiti Benefic	int of es Fori (D) of Following d (I) (I tion(s)		n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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. Deemee Execution I if any (Month/Day	Date, T	Transac Code (Ir		of E		6. Date Exercisable Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Si (Instr. 3 and		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
		c	Code			Date Exercisable	Ex Da	piration te	Title	Amount or Number of Shares								
Deferred Share Units <sup>(1)</sup>	\$0.0 <sup>(1)</sup>	12/31/2015			A		3,643		(1)		(1)	Common Stock	3,643	\$0 <sup>(1)</sup>	14,929	)	D	
Deferred Share Units <sup>(2)</sup>	\$0.0 <sup>(2)</sup>	12/31/2015			A		566		(2)		(2)	Common Stock	566	\$0 <sup>(2)</sup>	15,495	5	D	

## **Explanation of Responses:**

1. Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2015 pursuant to the General Motors Company Deferred Compensation Plan (the "Plan") for Non-Employee Directors. Each non-employee director is required to defer one-half of the \$250,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The retainer fee is converted to DSUs based on the average closing price of the Common Stock for the previous calendar year, which was \$34.32. Amounts credited as DSUs will be paid in cash after the director leaves the Board, valued at the average daily closing price of the Common Stock for the quarter immediately preceding payment.

2. Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

## Remarks:

/s/ Robert C. Shrosbree,

Attorney-In-Fact for Mr. 01/05/2016

**Schoewe** 

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.