

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Hatto Christopher</u><br><br>(Last) (First) (Middle)<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-A68<br><br>(Street)<br>DETROIT MI 48265<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>General Motors Co [ GM ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><br><u>Vice President &amp; CAO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/23/2020</u>          |  |
|   | 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                    | 11/23/2020                           |  | M                              |   | 35,922 <sup>(1)</sup>   | A          | \$31.32 | 45,962  | D  |   |
| Common Stock                    | 11/23/2020                           |  | S                              |   | 35,922 <sup>(1)</sup>   | D          | \$45    | 10,040  | D  |   |
| Common Stock                    | 11/23/2020                           |  | M                              |   | 16,627 <sup>(1)</sup>   | A          | \$34.34 | 26,667  | D  |   |
| Common Stock                    | 11/23/2020                           |  | S                              |   | 16,627 <sup>(1)</sup>   | D          | \$45    | 10,040  | 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 |
| Employee Stock Option (Right to Buy)       | \$31.32  | 11/23/2020                           |  | M                              |   | 35,922   |     | 02/15/2020 <sup>(2)</sup>                                | 07/28/2025      | Common Stock  | 35,922                                     | \$0  | 0 <sup>(3)</sup>  | D  |       |
| Employee Stock Option (Right to Buy)       | \$34.34  | 11/23/2020                           |  | M                              |   | 16,627   |     | (4)  | 06/07/2027      | Common Stock  | 16,627                                     | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- These stock options were granted on July 28, 2015, under the Company's 2014 Long-Term Incentive Plan. Forty percent of the options became exercisable on February 15, 2017; the remaining 60% became exercisable in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020.
- Due to an administrative error, the Reporting Person's Form 3 included 23,948 options that had been exercised prior to the Reporting Person becoming a Section 16 officer.
- These stock options were granted on June 7, 2017, and vested in three equal installments on February 14, 2018, February 14, 2019, and February 14, 2020.

**Remarks:**

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Hatto 11/25/2020  
 \*\* 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.