FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

Quattrone John J	I Requiring Statem		3. Issuer Name <b>and</b> Ticker or Trading Symbol General Motors Co [ GM ]					
(Last) (First) (Middle) 300 RENAISSANCE CENTER			Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner		er (Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
M/C: 482-C25-A36			X Officer (give title Other (specify below) below)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			Senior Vice Presi	dent	X		y One Reporting Person	
DETROIT MI 48265-3000						Form filed by Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
			Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	ct (D)   (Instr	ure of Indirect Beneficial Ownership 5)		
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	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Restricted Stock Units <sup>(1)(2)</sup>	(1)	(1)	Common Stock	7,682	(1)	D		
Restricted Stock Units <sup>(1)(3)</sup>	(1)	(1)	Common Stock	16,291	(1)	D		
Restricted Stock Units <sup>(1)(4)</sup>	(1)	(1)	Common Stock	1,448	(1)	D		
Restricted Stock Units <sup>(5)(6)</sup>	(5)	(5)	Common Stock	3,259	(5)	D		
Restricted Stock Units <sup>(5)(7)</sup>	(5)	(5)	Common Stock	7,508	(5)	D		
Salary Stock Units <sup>(8)(9)</sup>	(8)	(8)	Common Stock	259	(8)	D		
Salary Stock Units <sup>(8)(10)</sup>	(8)	(8)	Common Stock	222	(8)	D		
Salary Stock Units <sup>(8)(11)</sup>	(8)	(8)	Common Stock	180	(8)	D		
Salary Stock Units <sup>(8)(12)</sup>	(8)	(8)	Common Stock	153	(8)	D		
Salary Stock Units <sup>(8)(13)</sup>	(8)	(8)	Common Stock	306	(8)	D		
Salary Stock Units <sup>(8)(14)</sup>	(8)	(8)	Common Stock	282	(8)	D		
Salary Stock Units <sup>(8)(15)</sup>	(8)	(8)	Common Stock	249	(8)	D		

## **Explanation of Responses:**

- 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, 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 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 Sepember 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.

## Remarks:

/s/ Robert W. Boyle, Jr.,

Attorney-In-Fact for Mr.

Quattrone

06/19/2015

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

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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