

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Barra Mary T</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016	
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 ⁽¹⁾	02/11/2016		M		26,547	A	\$0	94,212	D	
Common Stock	02/11/2016		F		9,932	D	\$26.9	84,280	D	
Common Stock ⁽²⁾	02/13/2016		M		25,008	A	\$0	109,288	D	
Common Stock	02/13/2016		F		11,794	D	\$27.4	97,494	D	
Common Stock ⁽³⁾	02/13/2016		M		23,072	A	\$0	120,566	D	
Common Stock	02/13/2016		F		10,881	D	\$27.71	109,685	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 ⁽⁴⁾	\$0.0	02/11/2016		M			26,547	(5)	(5)	Common Stock	26,547	\$0	53,092	D	
Restricted Stock Units ⁽⁶⁾	\$0.0	02/13/2016		M			25,008	(5)	(5)	Common Stock	25,008	\$0	12,503	D	
Restricted Stock Units ⁽⁷⁾	\$0.0	02/13/2016		M			23,072	(5)	(5)	Common Stock	23,072	\$0	23,071	D	

Explanation of Responses:

- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 11, 2015, pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP").
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 13, 2014, pursuant to the 2009 GMLTIP.
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on June 11, 2014, pursuant to the 2014 GMLTIP.
- The RSUs reported in this item were granted on February 11, 2015 and began being settled in three equal, annual installments on February 11, 2016. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.
- RSUs were awarded on February 13, 2014, pursuant to the 2009 GMLTIP. Two-thirds of the RSUs vested 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. The Company has determined that 25% of this award will not vest because the terms set forth in the GMLTIP cannot be satisfied.
- The RSUs were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. One-third of the RSUs vested 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.

Remarks:

/s/ Robert C. Shrosbree,
Attorney-In-Fact for Ms. Barra 02/16/2016

** 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.